MARVEL MASTERWORKS®

THE AMAZING SPIDER-MAN®

VOLUME 20

THE AMAZING SPIDER-MAN Nos. 203-212
& ANNUAL No. 14

DENNIS O'NEIL & JOHN ROMITA JR.
WITH MARV WOLFMAN, KEITH POLLARD & FRANK MILLER

MARVEL

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PRESENTS

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COLLECTING

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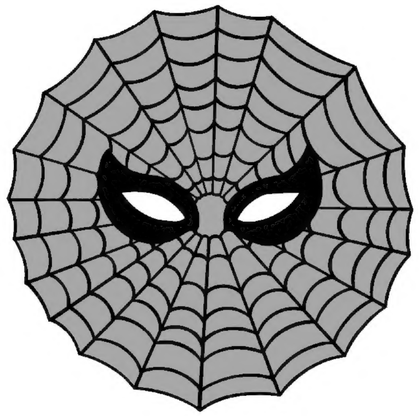

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INTRODUCTION
BY DENNIS O'NEIL

Ah, here it is, just where Peter Parker left it those many years ago: Uncle Ben's workbench! Of course, Ben himself is long gone — there wouldn't be a Spider-Man if he were still with us. But let's see what he left me to play with, here on the bench because, you know what? I've got a sudden yearning to whip together a high-tech wonder that looks like…well, nothing much.

Okay, what have we got? Assorted nuts and bolts…all useful. A spring from an old Mickey Mouse watch — good! Airplane glue — always useful. Some moustache wax? (Did Ben even have facial hair? Never mind, I'll find some use for it.) An unopened pack of chewing gum…good, good. Oh, and look at this! The twin bracelets Peter made at scout camp…just *exactly* what I need to finish my…my what? What are these gizmos that I've just assembled, in slavish imitation of the Peter Parker of decades past?

Web-shooters? Hey, it was good enough for Peter Parker and by jingo, it's good enough for me!

Web-shooters.

Fwettt!

And that, let us all emphatically agree, is enough of that. Actually, if you want to take the trouble to check the first Spider-Man story, you won't find much information about the web-shooter(s). Peter Parker, boy nerd, gets bitten by a radioactive spider (and where can I get one of those frisky arachnids?), knocks together a costume and the shooters and pretty soon he's showing off, swinging through the man-made canyons of New York City, setting himself up for the tragedy that ends the story and launching the franchise that was 200-plus-issues strong by 1980 when the adventures in this collection debuted. And that's not counting the hero's appearances in a companion mags and countless other Marvel titles. Although by then Spidey had starred in a few television shows, the mega-monstrously profitable movies that filled theater seats throughout the world were still in the planning stage, if that. They were a'-coming, but not everyone could see them, there on the horizon. (I may have been looking in the other direction.)

I started in comics at Marvel in 1965 and by the time I stumbled back into the Marvel Universe in 1980, Marvel dominated comic book publishing and Spider-Man was a hero who could be recognized beyond the borders of the comic book world. There were others with that exposure, but not many. The most prominent were Superman, Batman and Wonder Woman, characters who had been present at comic books' infancy, in the late 1930s and '40s, and had been financial (and artistic?) winners.

So yes, there were hordes of costumed do-gooders who sought to duplicate the success of the trio mentioned above, but more losers than winners. Yet, for a while, there were plenty of comic books being sold. World War II ended and the boys came a'marching home and the goodly citizens of the US of A read comics and even followed comic book heroes into other venues. For example, there was, every schoolday afternoon, a Superman radio program that opened with a powerful voice telling us to "Look — up in the sky! It's a bird! It's a plane! It's…Superman!" (A voice like that… are you gonna be the one to doubt that it was Superman and not some stupid bird?)

And there were the comic book heroes appearing at your friendly neighborhood movie theaters,

sharing screens with The Three Stooges, Bugs Bunny and Woody Woodpecker. A partial list would include (brace yourself): Superman, Batman, Captain Marvel (whose makers did a very credible job of making Cap fly), Captain America (unlike the comic book version, the film guy packed heat), Tarzan (also appearing in newspaper strips and novels), Dick Tracy (a newspaper feature), The Spider and The Shadow (he was also in the pulps, on the radio, in the newspapers…dude got around.)

Shall we continue? Let's not. Let's just observe that there was plenty of crossing over, back in grandad's day and, say, where the heck is Spider-Man, anyway? I mean, this thing I'm doing is supposed to be about Spidey, isn't it? So where is he?

Rewind time. Let's go back to the early '50s, and disaster: The Great Comic Book Implosion. It's a sad and interesting story that won't be told here. Let me recommend a book: *The Ten Cent Plague*, by David Hajdu. David's excellent journalism will tell you all about how the holier-than-thou crowd almost witch-hunted comic books into non-existence.

One of the publishers that refused to quit the business called itself by many names, Timely Comics and Atlas among them. It was not a publishing giant. In fact, it was only partially a comics publisher; its corporate parent was a company called Magazine Management and it did a little of this and a little of that and a little of t'other. Men's adventure magazines featuring sweaty warriors slaying the nation's enemies and magazines featuring movie stars, romance, true crime, confessions, crosswords, and humor magazines...oh, and down at the end of the offices, comics. A glance at some of their comic book titles might give you an idea of the kind of stuff they were producing: Taxi Taylor, Patsy Walker, Nellie the Nurse, Flexo the Rubber Man, Merzah the Mystic, Billy the Kid...quite a variety of material unspooling from Magazine Management's typewriters in those days, and virtually no consistency. Cowboys, nurses, career girls, magicians and some, like Flexo, that I can't put a label on.

Then the universe turned and comic books in general evolved and Timely Comics, which did a little bit of a lot of things, became Marvel, which created and popularized a very specific kind of entertainment: the hip readers didn't just buy a comic book, they bought a *Marvel* comic book and eventually they wore Marvel T-shirts and went to Marvel movies and watched Marvel television shows.

Using intelligence and raw talent and years of experience working around New York publishing, and maybe a taste of urban wit, Stanley Lieber of the Bronx did something that had never been done before: *He created a comic book brand.*

He used a lot of what was in the air to accomplish this periodical architecture stuff that was available to comics folk ever since comics began putting out original stories back in 1938. It was available to anyone, but Stan really *used* it and when he added his own special flavor to it in a prose style that might have given James Joyce pause, what he created was…well, *entertainment*.

I don't think I ever heard him use the word synergy but that's what he practiced: take a bow, Stanley Lieber, master synergist (even if you don't know that's what you are).

A quick example: Comic books had been, almost from the beginning, the realm of the anonymous. Bylines and credits were rare and when they did appear they were pretty stingy; the writer and an artist might get a mention, but nobody else. Stan changed that. A lot of different kinds of talent goes into your average comic book page and Stan wanted to acknowledge it. So, yeah, sure, the writers and pencilers (artists who first translate the narrative into pictures) saw their names on title pages.

But Stan also gave credit to the inkers, who add depth to the pencils, and to the letterers and the colorists...

More was to come: Not only did he print everyone's names, he gave those names identities, sort of, by conferring nicknames. I was Dandy Denny, Roy Thomas was Rascally Roy, and there was Jocular John Byrne and Adorable Artie Simek…

There are probably things I've forgotten from mighty Marvel's hatchling days, but I do remember and want to mention the M.M.M.S. — the Merry Marvel Marching society. This was…darned if I know exactly *what* it was. Call it a club, one you could join by sending Stan some money. In return, you received a membership card and a bunch of other treasures including, a recording featuring the voice of Marvel's Bullpen.

The Bullpen was Stan's mostly imaginary version of Eden. The idea was, I think, that all us Marvelites would frolic in and just have a ball turning out Marvel masterworks. (Do I hear a yippee?) It was Stan's somewhat spoofy lampoon of all the clubs that us kids were induced to buy memberships in (with the financing of indulgent parents). Except that it wasn't entirely spoofy. I wonder how many kids secreted their membership cards inside coin purses and ventured forth secure in the knowledge that though the world could not know it, they were of the M.M.M.S.!

So Stanley Lieber, lately of the Bronx, created a comic book brand and — aw, you guessed it — along the way changed his name to Stan Lee. And then that brand flourished until now, in 2018, when we look at Marvel we see an empire. (Marvel is now a part of an even mightier entertainment conglomerate, Disney, and I don't know if that's at all relevant, but I thought I'd mention it, just in case .)

Which brings us, the very long way around and, finally, to the nominal subject of all the foregoing verbiage, Peter Parker, who also answers to Spider-Man, Spidey, Your Friendly Neighborhood Web-Slinger and maybe newer sobriquets. (I wouldn't know, not having read any comics or visited a movie theater lately.)

I'm not certain about the particulars of Spidey's creation. But we're safe in saying that the first Spider Man story, an 11-pager, appeared in one of Marvel's anthology titles, *Amazing Fantasy* #15, dated August 1962, with script by Stan Lee and art by Steve Ditko. He became pretty popular pretty quickly and then, by the time that Rascally Roy and Dandy Denny emerged from the subway station that served the Lexington Avenue Line into the brisk energy of a September morning in Manhattan, very popular. The date was September 1965 and, forgive the cliché, it was the first day of the rest of my life. (Lotta comic books in that rest of my life.)

I'd passed Stan's writer's test and gained entry to the House of Ideas. I did editorial chores — proofreading and the like — and Stan and Roy put me to work writing *Patsy and Hedy*, Girls on the Go-Go. (Patsy Walker, my first comic book character!) I no longer remember what Patsy and Hedy did when they Went-Went, presumably something glamorous or at least career-ish. Next, I did Doctor Strange, Master of the Mystic Arts, and an issue of *Daredevil* and some cowboys…you know…stuff. Marvel had not yet narrowed its output to super heroes only and so I did whatever needed to be done regardless of the kind of magazine I was assigned to that day. It all added up to a learning process. I was getting acquainted with the business and getting paid for it and you don't hear me complaining.

But wait! Isn't this supposed to be about our friendly neighborhood web-slinger? Patience, please. We're getting to him.

Well, I went on to have a series of odd jobs in comics — I won't dignify what I did by calling it a "career," but it was a pretty good way to put food on the table and, again, no complaints. I was aware of Spidey, but I was at best part of his cheering section. Marvel grew and changed and Stan Lee moved to California and then, well whaddaya know! By 1980, the guy who had become Marvel's editorial honcho, Jim Shooter, hired me to write *The Amazing Spider-Man*, and to edit its companion publication, *The Spectacular Spider-Man*. Our Web-Slinger appeared here and there as well, continuing a custom that had become, almost from the beginning, part of Marvel's publishing strategy. Stan once told me that he wanted everything at Marvel to support everything else. (There's that pesky synergy again!)

Comic books weren't what they'd been. (The witches had all retreated to their covens?) And they weren't yet what they would become. Which was? A cross between a mass medium and folk art? Maybe that'll do.

Meanwhile, here I found Peter Parker still plying the canyons of Manhattan, righting wrongs as only costumed vindicators can. He has evolved, our Mr. P, lost a lot of his nerdiness, gaining the kind of respectability that comes with responsibility and being named his graduating class's valedictorian.

Now, his film adventures earn gobs of money. He still bops around the nooks and crannies of the Marvel Universe. You can never tell where and when he'll pop up, and I hope he knows that although I'm no longer involved with his exploits, I — I mean, the ghost of Uncle Ben — just might be lurking around the workbench keeping an eye on him.

– Dennis O'Neil
2018

Throughout his career as a writer and editor, Dennis O'Neil has constantly challenged the status quo, breaking the boundaries of mainstream comic books. His Green Lantern/Green Arrow *refocused the super hero pair's conflicts from larger-than-life threats to real-world problems, while his work on Batman, also with artist Neal Adams, restored the character to his dark, mysterious roots, introduced the villain Ra's al Ghul and restored classic rogues like the Joker and Two-Face. At Marvel, he wrote extended runs on* Daredevil *and* Iron Man, *confronting Tony Stark's alcoholism and introducing Jim Rhodes as the new Iron Man. As an editor, O'Neil guided Frank Miller's* Daredevil, *Doug Moench and Bill Sienkiewicz's* Moon Knight *and steered the Batman line for fifteen highly successful years. He has also instructed future generations, teaching at the School of Visual Arts and written* The DC Comics Guide to Writing Comics.

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the AMAZING SPIDER-MAN®

TM

SHE'S *DAZZLING*... HE'S *DEADLY*...AND *SPIDEY'S* CAUGHT IN THE MIDDLE!

GUEST STARRING: THE *SENSATIONAL* DAZZLER!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers... and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

BEWITCHED, BOTHERED AND BE-DAZZLED!

A PEACEFUL NIGHT, THEN SUDDENLY...

HOLD EVERYTHING RIGHT THERE --

THAT STRANGE GLOW CHASING THAT GIRL --

IT CAN ONLY MEAN ONE THING --

MARV WOLFMAN -- WRITER / EDITOR
KEITH POLLARD -- PENCILS
MIKE ESPOSITO & FRIENDS -- INKS
NOVAK -- LETTERS SHAREN -- COLORS
JIM SHOOTER -- CONSULTING ED.

LF68

WILL-O-THE-WISP'S SOMEHOW RETURNED-- BUT *HOW?*

HIS *ATOMS* WERE SCATTERED FROM HERE TO CLEVELAND.

COME TO THINK OF IT, NEVER MIND HOW--

--THAT GIRL NEEDS *HELP...*

...AND SOMETHING TELLS ME SPIDEY'S BEEN ELECTED TO BECOME TONIGHT'S ONE-MAN *CAVALRY!*

THERE'S NO WAY TO *EVADE* HIM-- HE KEEPS HUNTING ME DOWN WHEREVER I RACE!

NUTS! HOW DO I GET INVOLVED IN STUFF LIKE THIS?

SPONK

OH *NO!* LOSING MY BALANCE... I'M GONNA FALL!

THWIP!

NOT QUITE YET, PRETTY LADY!

WHAA?

SPIDER-MAN?

RIGHT THE FIRST TIME LADY-- AS IN, YOUR FRIENDLY, NEIGHBOR-HOOD--

HUH? SHE'S *FAINTED!*

WHAT IS IT THAT MAKES ALL THE PRETTY GIRLS *PASS OUT* AS SOON AS THEY SEE ME?

A SHORT WHILE LATER...

HELLO THERE, DAZZLER... WELCOME BACK TO THE LAND OF THE LIVING!

YOU CALLED ME BY NAME? YOU *KNOW* ME?

YEAH, IT TOOK A WHILE, BUT I KEEP SEEING YOUR *POSTERS* EVERYWHERE I TURN!

SO, C'MON, HOWZABOUT SPILLING THE BEANS... HOW DOES A *DISCO* SINGER FIND HERSELF CHASED BY A CREEP CALLED WILL-O-THE-WISP?

WHO? I DON'T KNOW WHO YOU'RE TALKING ABOUT SPIDER-MAN...

AND I DON'T EVEN KNOW IF I SHOULD *TRUST* YOU... EVEN IF YOU DID SAVE MY LIFE.

MAN, I DON'T KNOW IF I CAN TRUST *ANYONE* RIGHT ABOUT NOW...

THAT *MUSIC* COMING OVER THAT RADIO... I CAN *FEEL* IT FLOWING THROUGH MY BODY... GIVING ME *STRENGTH*--

COME TO THINK OF IT, SPIDEY-- HOW DO I KNOW YOU'RE NOT IN LEAGUE WITH THAT MADMAN?

I'VE READ THE BUGLE... I KNOW WHAT KINDA GUY YOU'RE SUPPOSED TO BE LIKE--

-- SO, *BUZZ OFF*, MISTER-- AN' LET ME GET ON WITH IT ALONE!

SKAAA!

WHAA? HER MIRRORED GLOBE-- *BLASTING ME?*

NUTS! FALLING OFF THAT ROOF -- WHY DIDN'T MY SPIDER-SENSES WARN ME?

OHHH... HEAD'S STILL REELING FROM THAT BLAST -- BUT I DON'T HAVE TO SEE TO KNOW WHAT TO DO!

C'MON, YOU TRUSTY WEB-SHOOTERS -- DO YOUR STUFF!

THHIP

THHIP

DID IT! CREATED A WEB TRAMPO-LINE... NOW TO ANGLE MY BODY JUST RIGHT --

--AND SCOOT BACK TO THE ROOF BEFORE THAT DISCO DESTROYER GETS...

...AWAY? SHE'S GONE! BUT HOW COULD ANYONE MOVE SO QUICKLY?

COME TO THINK OF IT, HOW COULD A DISCO SINGER GET A SIMPLE MIRROR THAT COULD BOTH BLAST ME AND SOMEHOW NULLIFY MY SPIDER-SENSES?

SOMETHING TELLS THIS LITTLE SPIDEY THAT THE DAZZLER IS A TAD MORE THAN A MERE SINGER!

AND SINCE SHE SEEMED TO NOT KNOW WHO THE WILL-O-THE-WISP WAS... JUST WHAT IS IT THAT FRIGHTENS HER?

NOT TO MENTION A GIRL WHO'S DEFINITELY SCARED OF... SOME-THING!

SHORTLY AFTERWARDS, AT PETER PARKER'S CHELSEA STREET APARTMENT...

I'VE HAD SO MANY OF THESE ***T.V. DINNERS*** LATELY, I THINK I'M GONNA GROW RABBIT EARS!

NOK NOK

SOME-ONE AT THE DOOR?

C'MON IN, IT'S ***OPEN!***

HI, PETE, HOW ARE YOU BUDDY?

HARRY OSBORN! HEY, C'MON IN!

GREAT SEEIN' YOU, HARRY, WE REALLY HAVEN'T SEEN MUCH OF EACH OTHER LATELY...

YEAH, WELL, EVER SINCE YOU AND BETTY BROKE UP AND YOU STARTED ***TEACHING*** AND WORKING...

...I GUESS OUR PATHS HAVEN'T CROSSED ALL THAT OFTEN. BUT, AT LEAST WE'LL ALL BE TOGETHER TONIGHT!

HUH? WHAT ARE YOU--

NOK NOK

WHAT'S GOING ON--? SINCE WHEN DID CHELSEA STREET BECOME ***GRAND CENTRAL STATION?*** FLASH?

IN PERSON, PAL ...WHY AREN'T YOU READY YET?

READY? FOR WHAT?

DON'T TELL ME YOU ***FORGOT.*** WE AGREED TO ALL SEE ***STAR TREK*** TONIGHT!

OH, MY HEAVEN... I FORGOT ALL ABOUT IT!

BUT, TWENTY MINUTES LATER...

I CAN'T BELIEVE THIS ***LINE!*** IT WENT AROUND THE BLOCK!

YOU SURE WE'LL GET IN?

DON'T WORRY IT, PETER, MY EX-GIRL FRIEND IS THE ***CASHIER***... SHE'S ALREADY PUT OUR TICKETS ASIDE. WE'LL GET IN.

BURGER KING

WNEW WHERE ROCK LIVES ON!

FORUM

STAR TREK

WILLIAM SHATNER • LEONARD NIMOY

NOW PLAYING

NEWSPAPERS

HOTEL

BLACK HOLE

MEANWHILE, BEHIND THE THEATER...

...PUFF... PUFF... CAN'T KEEP SKATING... WEARIN' ME DOWN... GOTTA REST... BUT I CAN'T LET IT GET ME...

CAN'T LET IT--

BUT...

UNGHHH!!

FWAM

LIKE A RAG DOLL, THE BEAUTEOUS DAZZLER SLUMPS TO THE GROUND...

THEN, HER MIRRORED GLOBE SEEMS TO **RISE** SLIGHTLY FROM AROUND HER NECK... IT **GLOWS** WITH A MULTI-COLORED FIRE...

...AND TAKE SHAPE AND **FORM**...

...UNTIL...

I'VE DONE IT AT LAST... LIKE **LAZARUS** I'VE BEEN SLAIN AND RETURNED FROM THE DEAD!

...THAT COALESCES INTO SPARKLING **TENDRILS** OF LIGHT AND COLOR.

THE WRITHING TENTACLES OF SPUTTER AND SPIN AND LIKE SNAKES WEND TOGETHER UNTIL THEY SEEM TO **EXPAND**...

THE DAZZLER'S POWERS HAVE **PLUCKED** ME FROM THE DIMENSION OF LIGHT I HAD BEEN **BANISHED** TO... AND NOW THAT I HAVE RETURNED--

--I SHALL **HUNT** DOWN THE MAN WHO KILLED ME...

...AND WHEN I FIND HIM-- I SHALL PROVE THAT **LIGHT-MASTER'S** VENGEANCE SHALL BE **SWIFT AND MERCILESS!**

UHHH... WHAT DID YOU DO TO ME... I FEEL SO **WEAK**...

AND WHY HAVE YOU BEEN **HUNTING** ME? HOUNDING ME?

IT IS BECAUSE, MY DEAR, THAT THE TWO OF US ARE RATHER **SIMILAR**...

YOU ARE A **SOURCE** OF LIGHT... IT SEEMS TO **GROW** WITHIN YOUR LOVELY BODY--

--WHEREAS I CONSTANTLY **REQUIRE** LIGHT'S ALL-POWERFUL ENERGY TO **SUSTAIN** ME... TO GIVE ME POWER... TO GIVE ME LIFE!

YOU, MY DEAR--SHALL BE MY **BATTERY**--WITH YOU MY HELPLESS PRISONER, I SHALL ALWAYS BE CLOSE TO **UNLIMITED ENERGY**!

NO WAY, MAN--YOU'RE CRAZY AND I'M NOT HAVING ANY PART OF THIS!

FIND YOURSELF ANOTHER GAL.

DO NOT ATTEMPT TO **RUN**, WOMAN... YOUR POWERS HAVE BEEN TOO DEPLETED FOR YOU TO MAKE A SUCCESSFUL ESCAPE!

WHEREAS MY POWERS HAVE BEEN **INCREASED**--

OR, SHOULD I WISH, I CAN FOCUS MY LIGHT POWERS INTO **DESTRUCTIVE BEAMS** WHICH CAN **DESTROY** WHATEVER THEY TOUCH! LOOK, WOMAN--

OBSERVE! I CAN MANIPULATE LIGHT ...TURN IT **SOLID** ...CAUSE IT TO BECOME A **HAND** WHICH CAN LIFT YOU FROM WHERE YOU STAND!

KRAK

--OBSERVE WHAT IT DOES TO THE WALL BEHIND YOU!

AND, INSIDE THE THEATER...

THE KLINGON HEAVY CRUISERS ROCKET TOWARD A GREAT CRIMSON CLOUD... A PHOTON TORPEDO SCRATCHES THE BLACKNESS OF SPACE...

BUT...

...INSTEAD OF AN EXPLOSION TEARING **ACROSS** A 70 MILLIMETER MOVIE SCREEN...

...THE EXPLOSION SEEMS TO RIP **THROUGH** THE SCREEN INSTEAD!

SKRAMMOOO!

GOOD GRIEF! THE MOVIE'S **EXPLODING!**

WHAT IN THE WORLD?

MAN, THOSE SPECIAL EFFECTS GUYS ARE REALLY INCREDIBLE!

IT LOOKS LIKE THIS THEATER'S ON FIRE!

YOU JERK! THIS ISN'T A MOVIE! THIS IS **REAL!**

GEE, THESE DAYS IT'S SOMETIMES HARD TO TELL!

I DON'T HAVE TO POSSESS SPIDER-SENSES TO TELL ME SOMETHING'S **WRONG!**

THE EXPLOSION BLASTED **INTO** THE THEATER... THAT MEANS IT CAME FROM **OUTSIDE...**

...AND THAT'S WHERE A CERTAIN WEB-SLINGING SPIDER-MAN'S GONNA BE IN APPROXIMATELY...

"...FIFTEEN SECONDS..."

WELL, WELL, WELL ...NOW EVERY-THING'S STARTING TO FALL INTO PLACE...

MY DISCO-SKATING BEAUTY IS BACK--

--AND SO IS THE **REAL** CREEP WHO'S HUNTING HER--

IT'S NOT WILL-O'-THE WISP-- IT'S **LIGHTMASTER!**

YOU SHOULDA **STAYED** THERE!

I THOUGHT YOU HAD GONE TO BYE-BYE LAND, LIGHTY!

THOK!

SPIDER-MAN!?!

I AM NOT YET PREPARED TO STAGE OUR *FINAL* BATTLE--

--THEREFORE I SHALL GIVE YOU ONLY A *MERE* DEMONSTRATION OF MY POWER!

SBANG

HUH? HE'S CREATED *CYMBALS* OUTTA SOLID LIGHT-- THEY'RE CLANGING INTO ME-- NO PLACE TO DUCK... *UNNGGHH!!*

IT WOULD BE SO EASY TO *DESTROY* YOU NOW...

..BUT AS I CAN DO THAT *ANY* TIME...

...I SHALL MERELY *SWAT* YOU LIKE THE INSECT YOU ARE!

OBOY! THANK YOU, SPIDER REFLEXES! ANOTHER SECOND SLOWER, AND--

BUT...

SLAMMO!

YOU WERE SO BUSY *DODGING* MY SPIDER-SWATTER... YOU FAILED TO REALIZE I COULD JUST AS EASILY CREATE A *SECOND* INSTRUMENT OF YOUR DOOM!

SKATCH!

MAN... IT'S LIKE MY EVERY MUSCLE HAS GONE ON *VACATION* ...CAN'T STAND... CAN'T EVEN PICK UP MY HEAD...

JUST WANNA ..WANNA...LIE... DOWN... AND... UNNGHHHH...

YOU SEE, MY DEAR, RESCUE IS HOPELESS... YOU ARE *MINE!*

SO LET US *LEAVE*--

--WE BOTH HAVE WORK TO DO-- *ELSEWHERE!*

ACROSS A BLACKENED SKY, A GOLDEN BALL ROCKETS WITH THE SPEED OF A FALLING METEOR...

BUT, UNLIKE SOME ERRANT HEAVENLY BODY, THIS GLOWING GLOBE HAS BOTH DIRECTION AND PURPOSE.

IT SWOOPS TOWARD THE CAMPUS OF EMPIRE STATE UNIVERSITY...

...ONLY TO **VANISH** AS IT PLUNGES GROUND-WARD...

BUT SOON, DEEP BELOW THE SPRAWLING COLLEGE CAMPUS, IN A LABORATORY CONSTRUCTED **YEARS** BEFORE...

SO NOW IT SLOWLY BECOMES CLEAR... YOU SEEM TO BE A **MUTANT**... THAT EXPLAINS YOUR ENERGY ABSORBING POWERS...

IT EXPLAINS MUCH, INDEED...

I STILL DON'T UNDERSTAND... HOW DID YOU KNOW ABOUT ME... HOW COULD YOU **USE** ME?

IT IS YOUR MUSIC, MY DEAR-- EACH TIME YOU GAVE A CONCERT, THE MUSIC **INCREASED** YOUR POWER...

AS YOUR POWER IS BASED ON LIGHT ...IT SOMEHOW AFFECTED ME WHILE I WAS TRAPPED IN THE LIGHT DIMENSION.*

WITH EACH CONCERT YOU GAVE, I FELT MYSELF GAIN STRENGTH... UNTIL I POSSESSED POWER ENOUGH TO CREATE A LIGHT GLOBE ON EARTH IN ORDER TO **CAPTURE** YOU.

*AS SHOWN IN **SPECTACULAR SPIDER-MAN #20.** -- MARV.

AND SO I HAVE CAPTURED YOU -- I HAVE ABSORBED ENOUGH OF YOUR POWER TO RETURN ME TO THIS DIMENSION --

... AND NOW I WILL CONTINUE TO ABSORB YOUR POWER IN ORDER THAT I MAY GET EVER STRONGER AND STRONGER!

YOU AND I WILL BE QUITE A TEAM, MY DEAR... QUITE A TEAM, INDEED!

BUT, SUDDENLY...

DON'T BET ON IT, BRIGHTS!

KRASH!

IN FACT, I WOULDN'T BET ON MUCH OF *ANYTHING* RIGHT ABOUT NOW --

-- SOMEHOW I DON'T THINK YOU'RE GONNA BE ABLE TO COLLECT WHERE I'M GONNA PUT YOU!

YOU AGAIN? HOW DID YOU FIND ME HERE?

COME OFF IT -- YOU WERE ONCE E.S.U.'S VICE-CHANCELLOR -- IT DIDN'T EXACTLY TAKE A WHOLE LOTTA BRAINS TO FIGURE OUT WHERE'D YOU RUN OFF TO...

AND WHEN I GOT HERE, MY SPIDER-SENSES TOOK ME THE *REST* OF THE WAY!

THEN YOUR RIDICULOUS SENSES WOULD HAVE WARNED YOU THAT YOU ARE SOON TO DIE!

BOOM!

BAWHAAM!

ACTUALLY, THEY DID WARN ME, BRIGHT-EYES -- WARNED ME THAT I WAS DEALING WITH A GRADE-A *LOONEY!*

WHAT? YOU DODGED MY LIGHT BLAST?

YEAH! AND I CAN *SING*, TOO!

THE ONLY SONG YOU SHALL SING, MY WEBBED-FRIEND -- IS YOUR *FUNERAL SONG!*

OBSERVE WHAT HAPPENS WHEN I PULL THIS *LEVER!*

SUDDENLY, THE UNCONSCIOUS DAZZLER BEGINS TO GLOW... HER LITHE BODY SEEMS COVERED WITH LAMBENT *FLAME...*

AND THEN...

EVERYTHING'S GOING UP ALL AT ONCE--

--BUT WHAT'S WORSE, THERE'S NO TIME TO SCRAM OUTTA HERE--

...WHICH JUST AS QUICKLY ***FADES*** INTO SMOKEY VAGUENESS...

IT'S ALL OVER, DAZZLER... ONLY I DON'T SEE ANY SIGN OF LIGHTMASTER.

HE MUST HAVE ***FLED*** BEFORE THIS PLACE WENT UP!

SO THAT MEANS I GOTTA USE A LITTLE SPIDER-RESOURCE-FULNESS!

PROTECTED BY THE WEBBED DOMES COVERING THEIR BODIES, NEITHER SPIDER-MAN NOR THE SEEMINGLY COMATOSE DAZZLER CAN SEE THE WILD ***FURY*** THAT OVERTAKES THE UNDERGROUND LABORATORY...

THERE IS A SUDDEN, INEXORABLE MOMENT OF FIERY HELL...

HERE, GIVE ME YOUR HAND...

NO. I DON'T NEED YOUR HELP.

WELL, YOU DON'T HAVE TO BE SO-- EH?

MY SPIDER-SENSES ARE BUZZING LIKE CRAZY... WARNING ME THAT...

IT CAN'T BE-- YOU'RE--

WHOOM

YOUR SENSES WARNED YOU CORRECTLY, INSECT-- I AM YOUR ***MURDERER!***

NOT QUITE, DAZZY!

OH, MY FRIEND, THAT IS WHERE YOU ARE MOST DEFINITELY *INCORRECT!*

IT MAY TAKE LONGER THAN I WISH, BUT YOU WILL MOST ASSUREDLY *PERISH!*

YEAH, YEAH, THAT'S WHAT THEY ALL SAY...

...BUT I STILL COME UP ALIVE AND KICKING...

FOOM

OF COURSE, I USUALLY HAVE THE COMMON SENSE TO KNOW WHEN TO *SPLIT!*

TELL YOU WHAT, DAZZY, SINCE I LIKE TO OPERATE IN THE *OPEN*, I'M LEAVING THIS JOINT!

BY THE WAY, YOU REALLY SHOULD GET A WOMAN IN TO *CLEAN* UP THIS PLACE--IT'S A *MESS!*

WHEW! THE LIGHT BEAM JUST *MISSED* ME!

SOMETHING TELLS ME MY HUMOR ISN'T GOING TO SAVE ME THIS TIME--

FOR SOME REASON THE DAZZLER REALLY WANTS ME OUT OF THE WAY--

ZAP!

--AND UNLIKE MOST OF THE JOES I SCRAMBLE WITH--SHE'S GOT THE *POWER* TO DO JUST WHAT SHE SAYS!

SUDDENLY, A CARPET OF LIGHT ARISES FROM THE UNDER-GROUND LAB...

YOU CANNOT ESCAPE ME, WEB-SLINGER--

YOU ARE MERELY A HUMAN WITH SUPERIOR POWERS--

--BUT *I* POSSESS THE ENERGY OF THE *SUN ITSELF!*

I CAN MOVE AT THE *SPEED OF LIGHT*... AND NOT EVEN YOU ARE CAPABLE OF THAT!

YIKES! HER LIGHT BOLT SNAPPED MY WEBLINE!

NOW YOU SHALL *FALL* TO YOUR DOOM!

ACTUALLY, BEAUTIFUL, I'M ONLY GONNA FALL TO THIS BUILDING.

Y'SEE, I GOT THESE HANDS THAT MAKE *CRAZY GLUE* LOOK LIKE FLOUR PASTE!

TA *TA!* THE AMAZING SPIDER-MAN STICKS TO THE WALL AND NOW FOR HIS NEXT INCREDIBLE ACT--!

THERE IS NO NEXT *ANYTHING*, SPIDER-MAN!

WHAT? YOU TWISTED YOUR BODY--AVOIDED MY *DOUBLE LIGHT BARRAGE!*

BANG!

THAT'S RIGHT, DAZZY-- NOT ONLY AM I CUTE AND CUDDLY, BUT I'VE GOT ALL SORTS OF POWERS--

--AND I THINK I'VE GOT ENOUGH POWER TO PUT YOU AWAY *--FOR GOOD!*

FRANKLY, SPIDER-MAN-- *I DOUBT THAT!*

OBOY! THAT BLAST TORE OFF HALF THE BUILDING BEHIND ME--

WHAMMO!

FLYING CHUNKS FALLING EVERY-WHERE!

GOTTA MOVE FAST OR THOSE PASSERS-BY ARE *DONE FOR!*

THWIP

THWIP

OH, MY HEAVENS-- *MOVE!*

VERY GOOD, SPIDER-MAN-- YOU SAVED THOSE FOOLS...

BUT, CAN YOU SAVE YOUR-SELF?

HUH? SHE'S CREATED SOME SORTA *VACUUM*... IT'S SUCKING ME UP--

DON'T KNOW IF THIS TRICK'LL WORK, BUT IF I CAN WEB UP THE FRONT OF THAT THINGY, MAYBE IT'LL CUT DOWN ON THE *PULL* IT HAS ON ME...

YEAH... IT'S WORKING ... NOW IT MOVE QUICKLY ON MY OWN--

--AND STOP THE DAZZLER BEFORE SHE CAN DO ANYTHING ELSE TO ME!

WHAT? MY EYES! YOUR BLASTED WEBBING'S COVERED MY EYES! I CAN'T SEE!

THAT WAS THE IDEA... NOW ONE LAST THING AND THEN LET ME GET THE HECK OUTTA HERE!

I CAN BARELY STAND UP LET ALONE KEEP UP ANY FIGHT!

BESIDES, SOMETHING'S *GNAWING* AT ME... AND I NEED SOME TIME TO *THINK* ABOUT IT.

WHERE ARE YOU, SPIDER-MAN? SHOW YOURSELF, YOU FOOL!

BUT...

NOT YET, DAZZLER... NOT RIGHT NOW... I KNOW WHEN I'M OUT-CLASSED...

I NEED TO REST... TO GET MYSELF AT *PEAK CAPACITY*--

...AND THEN, MY LOVELY, WE'LL GET TO THE *BOTTOM* OF WHATEVER IS GOING ON.

A BONE-WEARY PETER PARKER BARELY TRUDGES HOME, BUT WHEN HE DOES HE FALLS VERY QUICKLY *ASLEEP*...

AND, TEN HOURS LATER...

YAHOO! I FEEL LIKE MY OLD SELF AGAIN!

GOTTA TAKE CARE OF SOME QUICK BUSINESS, THEN TRACK DOWN THE DAZZLER.

SHORTLY, AT THE DAILY GLOBE...

LOVELY PICTURES, PARKER, M'BOY. YOU'VE DONE IT AGAIN, LAD.

AND, AT THE RESTWELL NURSING HOME...

I'M FEELING SO MUCH *STRONGER*, PETER, DEAR... THE DOCTORS SAY I'LL BE ABLE TO GO HOME SOON.

AND, AT SCHOOL...

... WHEN WE'RE DEALING WITH THESE CHEMICAL EQUATIONS, AND...

MODERN CHEMISTRY J.R ALBELO

FINALLY...

THINK I'VE FINALLY WORKED IT ALL OUT... LIGHTMASTER NEEDS LIGHT TO SURVIVE...

...HE HADN'T BEEN OUT OF THE LIGHT DIMENSION LONG ENOUGH TO *ABSORB* MUCH LIGHT ENERGY...

...I'VE GOT A DEFINITE HUNCH THAT THE *EXPLOSION* PROBABLY RETURNED BRIGHT EYES TO THAT OTHER DIMENSION... BUT NOT BEFORE HE COMPLETED HIS LINK WITH THE DAZZLER...

HE'S PROBABLY SOMEHOW *CONTROLLING* HER... IN ORDER TO RETURN TO OUR DIMENSION.

ONLY, I HADDA BLUNDER IN AND SCREW UP HIS WHOLE PLAN...

WELL, GOOD FOR ME, THEN!

DAZZLER?

SPIDER-MAN? HOW DID YOU FIND ME?

WHEN I WEBBED UP YOUR EYES, I PLACED A TRACER ON YOU...

DAZZLER, I WANT TO HELP...

BUT AS SPIDER-MAN TRIES TO **COMFORT** THE FRIGHTENED GIRL...

I'M SURE YOU DO, SPIDER-MAN...

BUT I DO NOT *NEED* YOUR HELP! I NEED ONLY TO *DESTROY* YOU!

LIGHTMASTER'S TAKEN HER OVER AGAIN... THANK GOODNESS MY SPIDER-SENSES WARNED ME IN TIME!

SPOOM!

THWIP

ONLY THIS TIME I KNOW THERE'S NO REASON TO *FIGHT*--

C'MON, PRETTY-- LET ME WEB UP THOSE BABY BLUES AGAIN!

THE BOUND FIGURE OF THE DAZZLER **STRUGGLES**, *BUT HER FIGHT IS IN VAIN. AND MOMENTS LATER...*

WE'VE GOT A LITTLE APPOINTMENT AT A PARTIALLY BURNED OUT LAB.

WITH LUCK, DAZ. WHAT I NEED WON'T BE PART OF THE *MESS!*

AND IT SHOULDN'T BE... NOT IF I REMEMBER EVERYTHING CORRECTLY!

MOMENTS LATER, BENEATH E.S.U.'S SPRAWLING CAMPUS...

SHEESH! THIS PLACE LOOKS LIKE MY PAD-- IT'S A TOTAL *DISASTER AREA!*

BUT THE WALL UNIT I'M LOOKING AT SEEMS TO BE *UNDAMAGED!*

AND, LUCKILY, THAT'S ABOUT *ALL* I NEED RIGHT NOW!

JUST STAY RIGHT HERE WHILE I PULL THAT *SWITCH*...

NO, YOU FOOL. I'LL NOT GIVE YOU THE CHANCE...

I'VE BUILT UP ENOUGH LIGHT ENERGY TO *BURN* THROUGH YOUR WEBBING--

--ENOUGH TO BURN THROUGH *YOU!*

KROOM!

SORRY, DAZ...I'LL APOLOGIZE FOR THIS LATER...

SPOK

...BUT RIGHT NOW THERE'S WORK THAT'S GOTTA BE DONE.

GOTTA GET YOU BACK INTO THE MACHINE LIGHT-MASTER HAD YOU IN...

EVERYTHING'S IN PLACE... AND NOW--

SZZAKKK!!

MAN, I HOPE THIS WORKS... BY FLIPPING THIS SWITCH THE FIRST TIME, LIGHTS SOMEHOW TOOK OVER THE DAZZLER'S BODY--

--REASON SAYS BY *REVERSING* THE SWITCH, I SHOULD BE ABLE TO GET LIGHTMASTER OUT OF HER BODY--AND BACK INTO THE LIGHT DIMENSION!

UHHH... SPIDER-MAN ...I... I'M MYSELF AGAIN...

I'M MYSELF...

UHHH... I OWE IT ALL TO YOU... HOW CAN I *EVER* REPAY YOU?

DON'T WORRY, BEAUTIFUL, I HAVE A STRONG HUNCH WE'LL FIGURE OUT SOMETHING.

NEXT ISSUE: *SHE'S BACK!* THE **BLACK CAT** *LANDS ON HER FEET!*

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the AMAZING SPIDER-MAN®

THOUGHT SHE'D BE EASY TO NAB, DIDN'T YOU, SPIDEY--?

--BUT YOU FORGOT SHE'S THE BLACK CAT!

JR JR + AM

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers... and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

MARV WOLFMAN SCRIPT / EDITS ✲ KEITH POLLARD LAYOUTS ✲ PABLO MARCOS FINISHES ✲ R. PARKER LETTERS ✲ R. SLIFER COLORS ✲ J. SHOOTER CONSULTING ED.

THE BLACK CAT ALWAYS LANDS ON HER FEET!

SUDDENLY, A FLURRY OF ACTION...

I DON'T BELIEVE IT--A *SHOOT OUT* RIGHT IN THE MIDDLE OF TIMES SQUARE!

I THINK IT'S ABOUT TIME I MOVED OUTTA THE BIG APPLE!

I WONDER IF ARIZONA WOULD BE A QUIETER PLACE TO WEB-SLING?

HEY, YOU GUYS-- *LOOK!*

IT'S SPIDER-MAN!

BAM!

WHRRRRRRHHRR!!

BLAM!

ONE WAY

LF77

THATS RIGHT, BUNKY. SAY, CAN I *JOIN* THIS LITTLE BROUHAHA, OR IS IT A *PRIVATE PARTY?*

BY THE WAY, I'VE GOT A *HORRIBLE* HEADACHE. MIND PUTTING AWAY YOUR CAP PISTOLS FOR AWHILE?

THWIP!

THERE... I SHOULD START FEELIN' BETTER ANY SECOND NOW!

HEY! HE PULLED MY PIECE OUTTA MY HANDS!

CHARLIE -- GET US OUTTA HERE -- ON THE DOUBLE!

OBOY, THEY MUST HAVE AN *ARSENAL* IN THAT WAGON!

CAN'T TAKE THE CHANCE ONE STRAY BULLET MAY ACCIDENTALLY *VENTILATE* YOURS TRULY!

I DON'T THINK I'D LIKE SLINGING THROUGH LIFE WITH A TWO-INCH *HOLE* THROUGH MY CHEST!

BAM!

BAM!

BAM!

HUH? WHAT'S HE DOIN'? HE'S SHOOTIN' HIS WEBBIN' AT OUR TIRES!

POLICE

NOT EXACTLY, UGLY -- AT YOUR *AXLE!*

BY THE WAY, I'M NOT GOING AWAY... JUST FINDING A POINT TO *ANCHOR* MYSELF.

OTHERWISE, I'D NEVER BE ABLE TO GRAB MY WEB-LINE WITH ALL MY SPIDER-STRENGTH.

HOPE YOU BOYS USED YOUR SEAT BELTS, OTHERWISE--

--YOU'RE IN FOR A MIGHTY RUDE STOP!

YAAAAKK!

KRAK!

KRASH!

NOT BAD, BOYS... WHEN YOU GET OUTTA PRISON, YOU MIGHT TRY OUT FOR THE DEMOLITION DERBY!

COURSE, BY THAT TIME, YOU'LL ONLY BE ELIGIBLE FOR THE *SENIOR CITIZEN* RALLY!

TAKE CARE, KIDDOS. SEEYA IN TWENTY-TO-THIRTY!

BAH! I NEVER WANNA SEE YOU EVER AGAIN, WEB-SLINGER!

DON'T WORRY, CREEP, WHERE YOU'RE GOIN' YOU WON'T HAVE TO!

WOW! THAT WAS *SCRUMPTIOUS!*

ANOTHER SPIDEY PHOTO FOR MY COLLECTION...

I'LL ADD THEM TO ALL THE *OTHERS* I'VE TAKEN!

I NEED AS MANY AS I CAN GET!

CAN'T GET TOO MANY PICS OF MY FAVORITE SUPERHERO.

SHE MOVES WITH PANTHER-LIKE GRACE, THIS BEAUTIFUL WOMAN KNOWN AS THE BLACK CAT.

SEEMINGLY WITHOUT CARE, SHE SPEEDS ACROSS NARROW LEDGES AND WIRES, NEVER ONCE SLOWING DOWN, NEVER ONCE UNSURE OF HER FOOTING.

SHE RACES NORTHWARD THROUGH THE OVERPOWERING MANHATTAN SKYLINE. THEN, FINALLY, HER DESTINATION IS AT HAND.

THIS SHOULDN'T TAKE TOO LONG... I'VE CASED OUT THE MUSEUM FOR THE PAST SEVERAL DAYS...

I KNOW THE SCHEDULE ALL THE GUARDS MAKE.

THERE IT IS... THERE IT IS. THE GOLDEN LOVERS THEMSELVES. THEY ARE STILL AS BEAUTIFUL AS EVER...

I CAN'T WAIT TO HOLD THEM IN MY HANDS, TO ADD THEM TO MY COLLECTION, TO... EH?

SOMEONE COMING THIS WAY? BUT THAT CAN'T BE!

THE GUARD ISN'T SCHEDULED TO COME BY HERE FOR ALMOST EIGHT MINUTES.

UH-OH... IT'S A DIFFERENT GUARD! I BET THE ONE I'VE FOLLOWED IS OUT *SICK*! WHAT ROTTEN LUCK!

YOU THERE -- WHOEVER YOU ARE! DON'T DARE MOVE... NOT EVEN AN INCH.

NOT EVEN TO BLOW YOU A *KISS*, LOVE?

SINCE YOU DON'T KNOW ME, MY NAME'S THE BLACK CAT...

AND I'M CERTAIN YOU'VE HEARD ABOUT CROSSING OUR PATHS!

HUH? WHAT'S GOING ON?

OH, GEE... A SUDDEN *GUST OF WIND* MUST'VE SLAMMED OPEN THE DOOR...

WHAT *BAD LUCK* FOR YOU, LOVE.

OF COURSE, THAT MEANS IT'S *GOOD LUCK* FOR *ME*!

THUD!

HUH? THE BLACK CAT?

ALL CARS TO THE GUGGENHEIM MUSEUM... REPORTS OF THE BLACK CAT...

MEANWHILE, NOT FAR AWAY...

I THOUGHT SHE WAS DEAD. I SAW HER PLUNGE INTO THE SEA... SHE WAS MUCH TOO HIGH TO SURVIVE!

AT LEAST I THOUGHT SHE WAS--

UNLESS THAT'S A GHOST, THE CAT IS STILL ALIVE... AND SHE'S OBVIOUSLY SWIPED SOMETHING FROM THE MUSEUM.

WHAT A SHAME SHE WENT TO ALL THAT EFFORT--

--JUST TO HAVE *ME* RETURN IT TO ITS RIGHTFUL PLACE!

HELLO, THERE, CAT. BACK FROM THE DEAD, I SEE.

WHOMP!

SPIDEY! I'D RECOGNIZE THAT LILTING VOICE ANYWHERE.

HOW ARE YOU, LOVE?

LET'S CAN THE BALONEY, CAT. HOW DID YOU SURVIVE THAT FALL?

OH, SPIDEY, YOU KNOW I CAN'T GIVE AWAY PROFESSIONAL SECRETS.

LET'S JUST SAY WE BLACK CATS *ALWAYS* LAND ON OUR FEET. BUT DO YOU *SPIDERS?*

THOOM!

HUH?

YOU'RE NOT GETTING AWAY, CAT. NOT THIS TIME!

SORRY, LOVE, BUT I'M AFRAID I AM.

YOU SEE, YOU AND I HAVE JUST HAD A *FALLING IN!*

HUH? THE ROOF CAVING IN UNDER MY FEET. I'M FALLING!

BUT I'M *NOT* GOING TO LET HER GET AWAY WITH THE MERCHAN-DISE!

THWIP!

WHAT? YOU SNAGGED THE GOLDEN LOVERS?

AND THE POLICE ARE CORDONING OFF THE ENTIRE AREA!

69

POLICE

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I DON'T THINK IT'S TOO HEALTHY TO STAY HERE RIGHT NOW!

IT'S NOT EXACTLY PRUDENT TO WASTE *ANOTHER* LIFE WHEN I CAN STILL SAFELY ESCAPE!

SPIDER-MAN... THE CAT GOT AWAY.

YEAH, BUT WITHOUT HER GOODS. THEY'RE STILL SAFE!

AND, SEVERAL MINUTES LATER...

SO, THE BLACK CAT'S STILL *ALIVE!*

I DON'T KNOW WHETHER TO BE SORRY OR HAPPY!

THERE'S SOMETHING ABOUT HER THAT'S SO BLASTED *ATTRACTIVE!*

JUST AS THERE'S SOMETHING ELSE ABOUT HER THAT'S SO BLASTED *DEADLY!*

MAN, I WISH I KNEW HOW SHE DOES ALL THAT STUFF.

WELL, I'LL WONDER ABOUT THAT SOME OTHER TIME... AFTER A FULL NIGHT'S SLEEP. I'M *BUSHED!*

THE NEXT DAY AT THE OFFICES OF THE DAILY BUGLE...

COME ON, GLORY, I CAN'T BELIEVE IT. ROBBIE WOULDN'T ACT THAT WAY!

WELL, BELIEVE IT, MAN--

HE ISN'T THE ROBBIE WE BOTH KNOW AND LOVE, PETER.

EVER SINCE HE ACCEPTED THE JOB AS PUBLISHER OF THE BUGLE TO REPLACE JONAH...

WELL, LOOK FOR YOURSELF!

GET OUT OF HERE, YOU FOOL. BLAST! IF I WANT SOMETHING DONE RIGHT, I HAVE TO DO IT, MYSELF!

YESSIR, MR. ROBERTSON... *YESSIR!*

TREPIDATIOUSLY, PETER PARKER ENTERS ROBBIE ROBERTSON'S OFFICE...

PETER? WHAT DO YOU WANT? I'M EXTREMELY BUSY!

YOU ALL RIGHT, ROBBIE? YOU WERE REALLY SNAPPING AT THAT COPYBOY.

WHAT BLASTED DIFFERENCE DOES IT MAKE TO YOU, PARKER? THIS IS MY OFFICE, REMEMBER? AND YOU QUIT!

SO WHY DON'T YOU GET YOUR BUTT OUT OF HERE?

IF THAT'S THE WAY YOU WANT IT ROBBIE-- SURE.

RANDY?

YOU HEARD HIM, HUH, PETE?

HEARD? MY SKIN'S STILL CRAWL-ING.

YEAH. I KNOW WHAT YOU MEAN. I'M WORRIED, PETE. DAD'S NOT HIMSELF...

SOMETHING'S HAPPENED TO HIM... SOMETHING REAL BAD.

AS PETE AND RANDY ROBERTSON GO THEIR SEPERATE WAYS...

SOMETHING WRONG WITH ROBBIE... BUT WHAT? WHAT?

MEANWHILE...

YOU HEARD ME. YOU DON'T LIKE THE WAY I WANT YOU TO WRITE THAT STORY YOU CAN QUIT! GOT THAT?

WHAT DO YOU MEAN YOU WISH JONAH WERE BACK? I--

OH, MY SWEET HEAVEN... I... I DO SOUND LIKE JONAH...

IT'S HAPPENING AGAIN... EVERYTHING I'VE FEARED... IT'S STARTING ALL OVER!

AND, SOMEWHERE ACROSS TOWN...

WHY DID YOU HAVE TO *INTERFERE?*

I WANTED THAT STATUE... I NEEDED THE *GOLDEN LOVERS!*

BUT YOU HAD TO GET IN MY WAY...

WHY? WHY DID YOU HAVE TO *INTERFERE?*

IF YOU KNEW THE REASON I STEAL--

YOU WOULDN'T *INTERFERE!* I DON'T WANT TO *HURT* YOU--

-- DON'T MAKE ME HURT YOU!

SKREEK!

THE DAILY GLOBE...

M'BOY, THIS IS A MIGHTY BIG CITY HERE... THE BIGGEST CITY ANYWHERE AND IT'S OUR JOB TO COVER IT ALL...

PETER, YOU'VE GOT *TALENT*, MORE RAW TALENT THAN ANYONE I'VE EVER SEEN AND BELIEVE ME, LAD, I'VE SEEN PLENTY.

BUT, PETE, M'BOY, YOU'VE GOT A *HOSTILE STREAK* IN YOU...

IT'S PREVENTING YOU AND APRIL FROM WORKING TOGETHER, AND, LAD, APRIL IS EVERY BIT AS GOOD AS YOU ARE...

I JUST CAN'T *AFFORD* TO LET YOU TURN HER OFF.

WHAT ARE YOU SAYING, BARNEY? YOU WANT ME TO *QUIT?*

QUIT? LAD, WHERE DID YOU EVER GET THAT FOOLISH IDEA IN YOUR HEAD?

I ONLY WANT YOU TO GO A BIT *EASY* WITH APRIL... I WANT YOU TO *LIKE* HER.

I'VE GOT THIS *HUNCH*, LAD... THE TWO OF YOU WORKING TOGETHER COULD BE ANOTHER WOODWARD AND BURNSTEIN. WHAT DO YOU SAY, BOY?

WHAT CAN I SAY, BARNEY? YOU'VE BEEN GOOD TO ME... IN THE SHORT WHILE I'VE BEEN HERE I'VE COME TO FEEL THE GLOBE IS MY *HOME!*

I'LL *TRY*, BARNEY, BUT I THINK YOU'RE GOING TO HAVE TO SPEAK TO APRIL AS WELL.

WHY DO I ALWAYS SEEM TO HAVE THESE PROBLEMS?

I DIDN'T MEAN TO BEGIN A *NEGATIVE* RELATIONSHIP WITH APRIL, BUT THAT JUST *SEEMED* TO HAPPEN.

FOR SOME REASON, SHE AND I GO TOGETHER LIKE *OIL AND WATER!*

I--HUH? MY SPIDER-SENSES...TINGLING LIKE CRAZY!

BUT, I DON'T *SEE* ANYTHING...

AND FOR ONCE, WHAT I DON'T SEE ISN'T GOING TO HURT ME.

FOR ONCE, PETER PARKER IS GOING TO COME BEFORE SPIDER-MAN.

AND...

THERE THEY ARE... BACK IN THEIR OLD POSITION AGAIN.

AND THERE ARE MORE GUARDS AROUND THE GOLDEN LOVERS THAN YESTERDAY.

SPIDEY-- YOU'VE REALLY MADE MY LIFE *DIFFICULT!*

NO ONE, LOOKING,..THE PERFECT TIME TO *HIDE* MY LITTLE SURPRISE FOR LATER...

IN PLACE... NOW TO SCOOT OUT OF HERE AND TAKE A LITTLE *CAT-NAP* 'TIL IT'S TIME.

LATER...

I DON'T BELIEVE IT... LOOKS LIKE MY SPIDER LUCK IS ABOUT TO *CHANGE* FOR THE BETTER.

FLASH SAYS HE'S GOT A *BLIND DATE* FOR ME...

AND HERE I THOUGHT I'D BE CLIMBING THE WALLS AGAIN ALL NIGHT... *LITERALLY!*

I HAVEN'T HAD A *DATE* DATE SINCE M.J. AND I SPLIT--

THOSE MEETINGS WITH CISSY IRONWOOD WERE ABOUT AS *BORING* AS THREE-WEEK-OLD BAGELS.

SHORTLY...

FLASH, SHA SHAN... HOW'S IT GOING?

JUST GREAT, PAL. AND PETE, THERE'S SOMEONE I WANT YOU TO MEET...

HI, THERE, PETE!
I'M DAWN... DAWN STARR.
AND I THINK I'M IN LOVE!
YOU'RE NOT EXACTLY THE SHY AND RETIRING TYPE, ARE YOU?
NO PERCENTAGE IN THAT NOW, IS THERE?
I TOLD FLASH AND SHA SHAN THAT WE WEREN'T JOINING THEM. SO, LET'S SPLIT.
WHERE ARE WE GOING, DAWN?
OH, DON'T WORRY, PETER, YOU WON'T BE LET DOWN, I PROMISE YOU.
HMM, YOU LOOK WORRIED. LET ME TELL YOU A LITTLE ABOUT MYSELF, THEN.
I'M A SCIENCE MAJOR, JUST LIKE YOU, PETE. CHEM AND PHYSICS WITH SOME BIO THROWN IN.
OH, YES, I'M ALSO IN THE *CLASS* YOU'RE TEACHING... AS OF NEXT MONDAY.
YOU'RE *WHAT?*
YOU'RE GOING TO BE ONE OF MY *STUDENTS?*
BETTER BELIEVE IT, BROWN EYES!
THEN... I CAN'T DATE YOU... IT WOULDN'T BE *ETHICAL.*
SO WHO GIVES A HOOT ABOUT ETHICS?
AT LEAST *ONE* OF US DOES, DAWN.
AND... BLAST! I FINALLY MEET A KNOCKOUT, SOMEONE INTERESTED IN SCIENCE, SOMEONE I COULD PROBABLY ACTUALLY TALK TO--
--AND SHE HAS TO TURN OUT TO BE ONE OF MY *STUDENTS!*
WHY IS IT I WAS BORN UNDER THE PROVERBIAL *BLACK CLOUD?*
R SOLOMON R GUGGENHEIM
JUST THEN... IT'S MY SPIDER-SENSES AGAIN... AND THIS TIME THEY'RE REALLY GOING *HOG WILD!*

AND THIS TIME, I'M *NOT* GOING TO IGNORE THEM.

TODAY'S BEEN ONE LONG *DOWNER*. I COULD ACTUALLY *USE* A LITTLE SPIDER-ACTION RIGHT ABOUT NOW.

SO MAKE WAY, WORLD--

--*SPIDEY'S COMING THRU!*

GUGGENHEIM AGAIN? THEN THE BLACK CAT *MUST* BE INVOLVED.

SHE MESSED UP GETTING HER LITTLE STATUE THE FIRST TIME AROUND, SO I GUESS SHE'S TRYING TO MAKE UP FOR LOST TIME.

WHAT A SHAME... SHE SHOULD'VE STAYED IN *BED!* SHE'S NOT GONNA BE ANY MORE SUCCESSFUL NOW THAN SHE WAS BEFORE!

AND, INSIDE THE MUSEUM DESIGNED BY FRANK LLOYD WRIGHT...

THE GAS PELLETS I HID HERE EARLIER DID THEIR TRICK...THE GUARDS ARE OUT COLDER THAN THAN AN ICEBERG IN THE ARCTIC!

SO MUCH FOR ANY UNEXPECTED SURPRISES!

BUT...

HI THERE, CAT--SURPRISE!

SPIDEY? YOU AGAIN?

YEP. MISS ME?

I MIGHT HAVE BEFORE, BUT I WON'T THIS TIME!

JUDO? YOU'VE GOT YOUR ACT DOWN PAT, CAT...

...NOT THAT IT'LL DO YOU ANY GOOD.

YOU SEE, WE SPIDERS *ALSO* CAN LAND ON OUR FEET... JUST IN CASE YOU *REALLY* WANTED TO KNOW.

I DIDN'T REALLY, SPIDEY, LOVE--

I JUST ASKED TO BE *POLITE*.

BUT MY *AMY VANDERBILT* DAYS ARE OVER--

--AS OF *RIGHT NOW!*

SPOK!

THIS TIME, SPIDEY, TAKE THE HINT--

CAT, CAT, CAT--

--YOU *KNOW* I CAN'T DO THAT!

AFTER ALL, I REPRESENT TRUTH, JUSTICE, AND... NOPE, THAT'S SOMEONE ELSE.

I REPRESENT ALL THE *GOOD* STUFF IN LIFE, LIKE APPLE PIE, MOM AND THE RIGHT TO PARADE AROUND IN SCREWBALL COSTUMES!

WHAMMO!

WHILE YOU, AS PRETTY AS YOU ARE, SEEM TO REPRESENT EVERYTHING I'VE SWORN TO *PREVENT!*

AND, SINCE I'M NOT ABOUT TO CHANGE MY WAYS...

NOR I, MINE...

...IT'S UP TO ME TO *STOP* WHATEVER YOU'RE SO BLASTED DETERMINED TO START.

WE'LL JUST HAVE TO *SEE* ABOUT THAT, EH, LOVE?

BY THE WAY, HERE-- *CATCH!*

THIS IS A NINTH-CENTURY VASE-- DON'T LET IT DROP!

SHE'S GOT ME OVER A BARREL, AND SHE *KNOWS* IT-- AS LONG AS THERE ARE *VALUABLES* ALL AROUND HERE, SHE CAN KEEP ME BUSY PREVENTING THINGS FROM BEING SMASHED.

AH, I SEE IT'S NOW SAFE... GOOD. THAT GIVES ME THE CHANCE TO DO *THIS!*

WHOOMP!

BY THE WAY, HANDSOME, YOU'VE GOT THE CUTEST LITTLE DERRIERE.

BUT I CAN'T TAKE THE TIME NOW TO *ADMIRE* IT!

I DO HAVE SOME *BUSINESS* TO CONDUCT BEFORE I GET OUTTA HERE.

NO, CAT... YOU'RE NOT GOING ANYWHERE.

WRONG, SPIDEY... OR DID YOU FORGET WHAT HAPPENS WHEN I CROSS YOUR PATH?

SOMETHING'S ABOUT TO GO CRAZY! I CAN *FEEL* IT--

WHAT'S SHE GOING TO DO NOW?

THEN, SUDDENLY...

OH, NO! EVERY-THING'S SPILLING OUT-- RIGHT ON TOP OF ME--

EVEN I'M NOT FAST ENOUGH, TO DODGE ALL THIS STUFF!

KER-ASSHHH!!

AND...

I'M REALLY SORRY ABOUT THIS, SPIDEY, LOVE-- BUT YOU CAN'T SAY I DIDN'T WARN YOU.

YOU GOT IN MY WAY, SO I HAD TO STOP YOU...

BUT I'M CERTAIN YOU'LL PULL THROUGH-- YOUR BONES MIGHT *CREAK* FOR AWHILE, BUT NOTHING *PERMANENT!*

STILL, LET THIS BE A WARNING-- *STAY OUT OF MY WAY!*

NO, CAT... I WON'T... I CAN'T...

AND EVERY TIME YOU LOWER THE BOOM ON ME ONLY *FORCES* ME TO TRY HARDER TO STOP YOU.

THE TROUBLE IS-- ONCE I DO STOP HER, WHAT WILL I DO?

BLAST! WHY COULDN'T SHE BE SHORT, FAT AND UGLY?

THAT WAY, THE ONLY SUPER HERO WHO'D BE PINING AFTER HER WOULD BE *THE THING!*

AND NOW, LET US RETURN TO WHERE WE SAW A CERTAIN FORMER PUBLISHER OF THE DAILY BUGLE SPRAWLED UNCONSCIOUS ON A CITY SIDE STREET...*

UHHH... WHAT HAPPENED TO ME?

*LAST ISSUE.

MY HEAD... KILLING ME... I'LL JUST GO HOME, AND--

HOME? I DON'T KNOW WHERE MY HOME IS...

OH, MY GOODNESS... I DON'T REMEMBER... I DON'T EVEN REMEMBER MY NAME!

WHO AM I--?

YOU THERE-- COME HERE!

ME--? YOU'RE TALKING TO ME? YOU KNOW ME?

OF COURSE I DO...YOU ARE MY FRIEND.

I AM ? BUT I DON'T REMEMBER YOU.

YOU WILL...SOON, YOU WILL DEFINITELY REMEMBER THE NAME OF JONAS HARROW.-

PARK AVENUE AND 63RD STREET...

...AND SO, THE RAJAH RUBY IS VALUED AT FOUR POINT ONE MILLION DOLLARS.

DO WE HAVE AN OPENING BID?

YEAH. HOW ABOUT TWO CENTS?

WHO?

HI. MY NAME'S THE BLACK CAT... AND I'VE MADE MY BID.

OF COURSE, YOU'RE FREE TO UP THAT BID.. IF YOU DON'T MIND DYING, THAT IS.

NO TAKERS? I DIDN'T THINK SO. HERE'S MY PENNIES... NOW GIVE ME THE RUBY.

SHE'S TAKING THE RUBY! SOMEONE *STOP* HER!

WHAT IS SHE DOING?

AND RUIN MY NEW *HALSTON*? YOU STOP HER!

THAT WAS ABSOLUTELY *DISGUSTING*! THEY WERE ALL *SHEEP*!

KRASH!

NOT ONE OF THEM HAD THE GUTS TO RAISE EVEN A *HAND* TO STOP ME.

I WASTED ALL THAT TIME AND ENERGY PREPARING MY BACK-UP WEAPONS!

BLAST!

AND, SHORTLY, AT THE BLACK CAT'S HIDEOUT ACROSS TOWN...

THE FIRST TWO PRIZES ARE NOW MINE. ONLY TWO MORE REMAIN TO BE TAKEN.

AND THEN I'LL HAVE *ACHIEVED* MY GOAL--

--MY FINAL GOAL!

NEXT A WHOLE *NEW* MEANING TO THE WORDS "SURPRISE ENDING!" BE *HERE* TO *ENJOY!*

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the AMAZING SPIDER-MAN®

TM

AT LONG LAST... THE SHOCKING SECRET OF THE BLACK CAT!

Mantlo/Romita

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

DAVID MICHELINIE WRITER | KEITH POLLARD PENCILS | JIM MOONEY INKS | DIANA ALBERS LETTERS | CARL GAFFORD COLORS | DENNY O'NEIL EDITOR | JIM SHOOTER EDITOR-IN-CHIEF

6:03 AM, AS A LATE WINTER BREEZE WAFTS PAST--AND INTO--THE HENDRICKS MUSEUM OF MUSICAL HISTORY IN LOWER MANHATTAN...

...CAUSING THE LATEST IN A LONG SERIES OF SHUDDERS TO RIPPLE UP THE SPINE OF A CERTAIN UNAUTHORIZED VISITOR!

THIS IS SWELL. =SNIFF= JUST SWELL. IF I HAD TO BREAK A WINDOW TO GET INTO THE MUSEUM, WHY DID I PICK THE ONE NEXT TO THE BEST SURVEILLANCE SPOT IN THE WHOLE PLACE?

LET'S FACE IT, SPIDEY. YOU'VE GOT THIS SUPER HERO BUSINESS DOWN =KERCHEW= COLD!

...IN LOVE AND WAR!

LF93

AT LEAST IT'S ALL FOR A GOOD CAUSE. I FIGURED OUT THAT THIS IS WHERE THE *BLACK CAT* IS LIKELY TO STRIKE NEXT--AND I *HAVE* TO FIND OUT WHAT HER GAME IS!

THE FIRST TIME OUR PATHS CROSSED, SHE WAS BUSY FREEING HER CAT BURGLAR FATHER FROM PRISON. AND SHORTLY AFTER HE PASSED AWAY, SHE APPARENTLY DIED IN A FALL!*

*BACK IN *SPIDER-MAN* #194-195. --DENNY.

BUT SOMEHOW SHE SURVIVED, AND LATELY HAS BEEN STEALING ARTIFACTS ASSOCIATED WITH ROMANCE--FIRST THE "TWO LOVERS" STATUE, THEN THE EYE OF EROS DIAMOND.*

*LAST ISSUE.--D.

SO WHEN HENDRICKS' ANNOUNCED THE DISPLAY OF A PRICELESS ONE-OF-A-KIND WAX RECORDING OF CARUSO SINGING A LOVE ARIA, IT WASN'T HARD TO PEG THIS PLACE AS THE CAT'S NEXT TARGET!

BUT NOT TONIGHT, IT SEEMS--IT'S ALMOST DAWN, AND STILL NO ACTION.

SO I GUESS I'LL JUST HOP DOWN AND STRETCH MY MUSCLES BEFORE HEADING BACK TO--

ALL RIGHT, BUSTER-- *FREEZE!*

HUH?! OH, GREAT! THIS IS *NOT* WHAT I NEED!

SORRY, GUYS--

THWIP!

--BUT I'VE BEEN FREEZING ALL NIGHT!

SO I GUESS I'LL HAVE TO PASS THIS TIME!

HE'S GETTING AWAY!

DON'T WORRY, I'LL NAIL 'IM!

NO, YOU IDIOT! THAT'S SPIDER-MAN! YOU'LL NEVER HIT *HIM*!

BDAM

BDAM

BDAM

BUT IF YOUR BULLETS SMASH ONE OF THOSE DISPLAYS, WE'LL BE WORKING FOR *FREE* FOR THE NEXT TEN YEARS!

FAP

I'M A BAAAAD BOY!

GEE, WHAT A FUN WAY TO SPEND AN EVENING. THERE'S NOTHING LIKE THE LIFE OF A WORLD FAMOUS CELEBRITY, NO SIR!

AH, WELL, I'D BEST HEAD HOME FOR A QUICK SHOWER AND A CAFFEINE HIT.

UNLESS I READ THAT SUNRISE WRONG, I'VE GOT A WHOLE *HALF-HOUR* BEFORE I HAVE TO BE AT SCHOOL!

OR, TO BE MORE SPECIFIC, THE SCIENCE BUILDING OF ***EMPIRE STATE UNIVERSITY*** *WHERE SOME THIRTY-ONE MINUTES LATER...*

MORNING, PETE. YOU LOOK LIKE SOMETHING THE DOG DRAGGED IN -- AND THEN DRAGGED RIGHT BACK OUT!

THANKS STEVE. I CAN ALWAYS COUNT ON YOU FOR MORAL SUPPORT.

M'FRIEND, I THINK ALL THE SUPPORT YOU NEED IS WAITING IN YOUR OFFICE. YOU HAVE A VISITOR.

THIS EARLY? BUT WHO?

OH. HELLO, MS. STARR.

CALL ME DAWN, PETER. AFTER ALL, GOOD FRIENDS DO CALL EACH OTHER BY THEIR FIRST NAMES.

LOOK, MS. STARR, ITS LIKE I TOLD YOU BEFORE.* MUCH AS I'D LIKE TO, I CAN'T DATE A STUDENT. IT'S JUST NOT ETHICAL.

*AGAIN, LAST ISH. --DEN.

OH, POOH. RULES LIKE THAT WERE MADE FOR IMMATURE PEOPLE WITH NO SELF CONTROL.

SURELY THERE'S NO HARM IN A SATISFYING RELATIONSHIP BETWEEN TWO CONSENTING ADULTS.

AND WE ARE ADULTS... AREN'T WE, PETER?

BU-- MNGF≤... ≡GHGK≤... MMMMM.

YOU KNOW SOMETHING, DAWN? I THINK I *LIKE* BEING AN ADULT.

I THOUGHT YOU MIGHT.

I'M STILL NOT SURE ABOUT THIS, BUT I DON'T SUPPOSE IT COULD HURT TO GIVE THINGS A TRY.

THAT'S MARVELOUS!

HOW ABOUT IF WE START WITH A PICNIC ON THE GREEN ON SUNDAY, DAY AFTER TOMORROW? I'LL BRING A BASKET OF GOODIES AND MEET YOU HERE AT NOON.

YOU'VE GOT A DATE, LADY.

WHOOEE! THAT'S SOME SLICK NUMBER YOU GOT THERE, PETE.

YEAH, I GUESS THINGS ARE LOOKING UP FOR OL' PETEY PARKER.

AND IT'S ABOUT TIME!

SPEAKING OF WHICH, TIME PASSES RAPIDLY--AND AS NIGHT BLANKETS MANHATTAN, A RED-AND-BLUE FIGURE SWINGS ONCE MORE OVER THE GLITTERING MAZE OF THE CITY...

I'M GLAD DAWN PICKED SUNDAY FOR OUR DATE. HOPEFULLY BY THEN I'LL BE ABLE TO FIND OUT WHAT THE BLACK CAT IS UP TO.

THE WAY I FIGURE IT, THE CAT STEALING ARTIFACTS ASSOCIATED WITH *LOVE* IS NO ACCIDENT. IT COULD HAVE SOMETHING TO DO WITH THE ADORATION SHE FELT FOR HER FATHER--

--OR MAYBE NOT I WON'T KNOW UNTIL MY STAKE-OUT PAYS OFF AND--WHAT? OH, NO!

SOMEONE GOT WISE AND BOARDED UP MY CUSTOM-MADE SPIDEY ENTRANCE! I'LL HAVE TO FIND SOME OTHER WAY IN BEFORE--

--"BEFORE" NOTHING! MY SPIDER-SENSE IS TINGLING LIKE CRAZY! SOMETHING'S GOING DOWN IN THAT MUSEUM *RIGHT NOW!*

WHICH MEANS I'VE GOT TO GET INSIDE FAST--

--AND SUBTLETY BE HANGED!

PRAKASH™

BLACK CAT!

BUD! I-IT'S THAT SPIDER-THING AGAIN!

DON'T WORRY, LOU--I KNOW KARATE!

SPIDER-MAN! AND HANDSOME AS EVER!

I REALLY WISH I COULD STICK AROUND FOR A LITTLE TÊTE-À-TÊTE, LOVE, BUT--

YOU'RE NOT GOING ANYWHERE, CAT! NOT AFTER I'VE--EH? MY WEB SHOOTERS-- BOTH JAMMED?!

WHAT A SHAME, SWEETS. BUT THINGS LIKE THAT DO TEND TO HAPPEN--

--WHEN YOU LET A BLACK CAT CROSS YOUR PATH!

SOME DAY I'LL FIGURE OUT HOW YOU DO THAT! BUT FOR NOW--HEY! STAND STILL!

SORRY SPIDEY--

--BUT I HAVE TO STEAL THAT CARUSO CYLINDER AND ONE MORE TREASURE TO FULFILL MY PROMISE!

K-CHUD

THAK

AND YOU WOULDN'T WANT A GIRL TO BREAK HER PROMISE, WOULD YOU?

LADY, WHAT I WANT RIGHT NOW IS YOUR FOOT OUT OF MY RIB CAGE!

NOW, DO WE STOP PUSSYFOOTING AROUND-- OR DO I FIX IT SO YOU'LL HAVE TO TAKE YOUR FRISKIES THROUGH A TUBE?

OOO, YOU'RE ALMOST AS MACHO AS YOU ARE CUTE! BUT I REALLY THINK YOU SHOULD PAY LESS ATTENTION TO ME, LOVE--

--AND MORE TO YOUR FRIENDS. THEY'RE ABOUT TO HAVE A RUN OF RATHER ROTTEN LUCK!

WHA-- THE GUARDS! THAT STEAM ORGAN IS FALLING RIGHT ON TOP OF THEM!

GOT TO STOP IT!

TAKE CARE, LOVE.

H-H-HELLLP!

SUNGE THIS THING FEELS... LIKE IT'S MADE OF LEAD! AND IT'S SLIPPING ON THE TILE FLOOR! CAN'T... HOLD IT BACK!

SO LONG, SPIDEY. WE'LL MEET AGAIN--

--REAL SOON!

YOU MEN, ROLL OUT OF THE WAY! I-I CAN'T KEEP THE CASE UP SAGHS MUCH LONGER!

GOOD. THE GUARDS ARE SAFE. BUT IF I DON'T GET *MYSELF* OUT OF HERE SOON, IT WON'T BE JUST *MY COSTUME* THAT'S RED AND BLUE!

GOT TO BRACE MY FEET... KICK BACK-WARDS...

KRABAKOOM

...NOW!

GOSH, SPIDER-MAN, THANKS! AND, UH, WELL...WE'RE AWFUL SORRY ABOUT HOW WE TREATED YOU LAST NIGHT.

YEAH, WE THOUGHT YOU WAS A A BAD GUY.

FORGET IT, GENTS. YOU WERE JUST DOING YOUR JOB.

EVEN IF IT DID KEEP ME FROM DOING MINE!

SLOWLY, THE WEARY HERO SWINGS BACK ACROSS TOWN TO THE CHELSEA APARTMENT HE RENTS AS PETER PARKER...

...WHILE **WE** MOVE SOMEWHAT MORE RAPIDLY TO THE NEXT DAY, TO THE **DAILY GLOBE** BUILDING--

--AND TO THE OFFICE OF EDITOR **BARNEY BUSHKIN.**

-- THAT LAZLO BELLFLOWER HAS RETURNED FROM AN EXTENSIVE EUROPEAN BUYING TOUR, AND I THOUGHT IT WOULD MAKE A NICE STORY IF--

HI, BARNEY, ANY ASSIGNMENTS FOR ME TODA--OH. SORRY. DIDN'T KNOW YOU WERE BUSY.

NONSENSE, M'BOY, COME IN AND HAVE A SEAT.

THIS IS PAMELA DEAN, SOCIETY EDITOR. WE'LL BE THROUGH IN A MINUTE.

HOW DO YOU DO?

'LO.

LIKE I WAS SAYING, BARNEY, LAZLO BELLFLOWER HAS THE LARGEST COLLECTION OF ROMANTIC AND EROTIC ARTIFACTS IN THE WORLD.

AND I THINK OUR READERS WOULD BE INTERESTED IN HIS NEW PURCHASES.

SOUNDS GOOD, PAM.

BUT WE NEED AN ANGLE, SOMETHING THAT'LL RIVET THE READERS. SOMETHING TASTEFUL, LIKE--

--"LAZLO'S LOVE NEST GORGED BY NEW GRABBINGS!" YEAH, I LIKE IT!

UH, BARNEY?

YOU'LL BE NEEDING SOME PHOTOS FOR THAT STORY-- SO HOW ABOUT LETTING ME TAKE THEM?

YOU?

BUT, PETE, YOU'RE AN *ACTION* PHOTOGRAPHER. WHY?

LET'S JUST SAY I'M AN OL' ROMANTIC AT HEART, BARN.

WELL, I SUPPOSE AN EDITOR DOES HAVE TO KEEP HIS CHIEF SHUTTER-BUG HAPPY. OKAY, M'BOY, THE JOB'S YOURS.

AND SOON, OUTSIDE...

TAXI!

I'VE GOT TO HOPE THAT MY HUNCH IS RIGHT--

--THAT BELLFLOWER'S COLLECTION WILL BE THE BLACK CAT'S NEXT TARGET! BECAUSE FROM WHAT SHE SAID ABOUT ONLY NEEDING ONE MORE TREASURE--

--THE SHRINE SHE'S LIKELY BUILDING TO HER FATHER MUST BE NEARLY COMPLETE!

TAXI!

AH, HERE COMES ONE. I'LL HAVE TO--

'SCUSE ME, SON! 'SCUSE ME!

--HUH? HEY, THAT'S MY CAB!

SORRY. HAVE A NICE DAY, NOW.

VROOOM

YEAH. AND YOU HAVE ONE, TOO, YOU SELFISH SONOVA--

--BUS!

A SHORT TIME LATER, AT EMPIRE STATE UNIVERSITY...

MY APPOINTMENT WITH BELLFLOWER ISN'T UNTIL THIS EVENING, SO MAYBE I CAN GET SOME PAPERS GRADED IN THE MEANTIME.

Y'KNOW, SOMETIMES I WONDER HOW I CAN JUGGLE A TEACHING ASSISTANT JOB, A FREELANCE PHOTOGRAPHY CAREER AND MY EXTRACURRICULAR WEB-SLINGING--

--AND STILL KEEP MY SANITY! I--

WHA--? THE DOOR'S UNLOCKED!

STEVE DID SAY HE'D BE WORKING AWHILE THIS MORNING, BUT HE SHOULD BE GONE BY NOW. SO HOW COME--

--UH--OH! SOMEONE'S IN MY OFFICE! A WOMAN!

IT COULD BE THE BLACK CAT--ONLY HOW DID SHE KNOW I'D BE *HERE*?

WELL, ONE THING'S FOR CERTAIN: IT'S NOT *PETER PARKER* WHO'S GOING TO FIND OUT!

SECONDS LATER...

BINGO! THIS IS JUST WHAT I'VE BEEN LOOKING FO--

CAN I HELP YOU, MISS?

WHO--? SPIDER MAN!

DAWN? DAWN STARR?!

WH-WHAT DO YOU WANT? A-AND HOW DID YOU KNOW MY NAME?

I KNOW A LOT OF THINGS, LADY! BUT THE ONE YOU'LL HAVE TO HELP ME WITH IS: JUST WHAT THE BLOODY BLUE BLAZES ARE *YOU DOING* HERE?

OH, UH, I-I'M A GUEST! I HAD A DATE WITH PETER PARKER FOR TO-MORROW B-BUT HE, ER, CHANGED IT TO TODAY!

H-HIS FRIEND, STEVE HOPKINS, LET ME IN SO I COULD WAIT AND--

IN A WORD, MISS STARR--

--BULL! PARKER DIDN'T CHANGE ANY DATE WITH YOU, AND "GUESTS" DON'T USUALLY PICK LOCKS ON FILE CABINETS!

YOU WERE LOOKING FOR THE SCIENCE EXAM FORMS YOU JUST PULLED OUT OF THAT DRAWER!

THAT'S WHAT YOU'VE WANTED FROM PARKER ALL ALONG ISN'T IT? *ISN'T IT?*

A-ALL RIGHT! IT'S TRUE! BUT I DIDN'T MEAN ANY HARM!

Y-YOU'RE NOT GOING TO HURT ME... ARE YOU?

LADY, IN IRAN THEY *EXECUTE* PEOPLE FOR JUST *THINKING* ABOUT WHAT I'D LIKE TO DO TO YOU!

BUT I'LL TRY TO CONTROL *MYSELF* FOR ANOTHER FIVE SECONDS.

AFTER WHICH, IF YOU'RE STILL HERE...!

O-O-OH, NO! I-I'M GOING! *I'M GOING!*

THE CLUTTERED OFFICE SEEMS EMPTY NOW, AS THE MAJESTIC SUPER HERO CALLED SPIDER-MAN LETS HIS SHOULDERS SAG, HIS HEAD BOW...

THAT'S WONDERFUL. THE BLACK CAT IS A THIEF WHO CLAIMS TO LIKE ME--

--WHILE DAWN CLAIMS TO LIKE ME, AND TURNS OUT TO BE A THIEF! LET'S FACE IT, PARKER, IF THE WORLD WAS A TUXEDO--

--YOU'D BE A SECOND-HAND JOGGING SHOE!

WITH A *BROKEN* LACE!

MORE OUT OF HABIT THAN ENTHUSIASM, PETER PARKER SETS ABOUT PUTTING HIS OFFICE IN ORDER, WISHING HE COULD DO THE SAME WITH HIS LIFE...

...AS OUR SCENE SHIFTS TO EARLY EVENING, TO THE EAST SIDE ESTATE OF LAZLO BELLFLOWER.

I'M DELIGHTED TO MEET YOU, MISS HARDY-- AND I MUST ADMIT, I'M MORE THAN A LITTLE INTRIGUED!

AFTER ALL, IT ISN'T EVERY DAY THAT ONE GETS OFFERED THREE INCREDIBLY VALUABLE ROMANTIC RELICS IN TRADE FOR THE "HELEN EPISTLE"--

--ESPECIALLY WHEN THERE AREN'T MORE THAN A HALF-DOZEN PEOPLE IN THE WORLD WHO EVEN KNOW OF THE EPISTLE'S *EXISTENCE!*

PLEASE, MR. BELLFLOWER, CALL ME FELICIA. AND AS FOR MY INFORMATION... WELL LET'S JUST SAY I HAVE MY SOURCES.

SO, DO WE HAVE A DEAL?

MY DEAR, YOU TEMPT ME UNFAIRLY. VERY WELL--

--THE EPISTLE IS IN THAT HYDROGEN-SEALED CONTAINER OVER THERE.

SO THIS IS IT. THE ONLY KNOWN LOVE-LETTER WRITTEN TO PARIS BY HELEN OF TROY!

IT'S THE PERFECT TOUCH!

THEN SHALL WE SEAL THE BARGAIN, MY DEAR? SAY WITH A SMALL LIBATION?

MMM, SOUNDS SCRUMPTIOUS, LAZLO, BUT DO YOU MIND IF I SLIP OUT OF SOME OF THESE STUFFY CLOTHES FIRST?

OH, MY! O-OF COURSE NOT!

YOU KNOW, I SENSED THAT WE WOULD HAVE A, ER, MEANINGFUL RELATIONSHIP, FELICIA. I MEAN, IT'S RARE THAT A LOVELY YOUNG THING LIKE YOU WOULD TAKE SUCH AN INTEREST IN--

--GUNS?

SORRY, PUDGE--

--BUT I NEED ALL FOUR OF THOSE ARTIFACTS TO FULFILL MY PROMISE! AND SO I'LL HAVE ALL FOUR!

B-BUT THAT... THAT'S NOT NICE!

WHILE OUTSIDE...

I'M SORRY, SIR, BUT MR. BELLFLOWER HAD TO BREAK YOUR APPOINTMENT. SOMETHING UNEXPECTED CAME UP.

IF YOU'LL CALL BACK TOMORROW...?

UH, THANKS. I'LL DO THAT.

LIKE HECK I WILL!

MY SPIDER SENSE IS JANGLING LIKE A TWO-DOLLAR ALARM CLOCK! AND THAT CAN ONLY MEAN THAT THE BLACK CAT IS ALREADY INSIDE!

I'VE GOT TO HURRY! THIS COULD BE MY LAST CHANCE TO STOP THE CAT BEFORE--!

IT'S SPIDER-MAN! HEADIN' FOR THE MAIN HOUSE! SIC 'EM, BENJI!

AH-AH-AH!

GRRRRR

HAVEN'T YOU GUYS HEARD THE OLD ADAGE ABOUT A BOY AND HIS DOG STICKING TOGETHER!

HWIP!

HUH?!

H-HE'S WEBBED THE LEASHES TO OUR HANDS! WE'RE BEIN' PULLED OFF BALAAAAAANCE!

KRAK KRAK

BDAM

UH-OH. DOGS I CAN DODGE--BUT BULLETS ARE SOMETHING ELSE.

GOT TO GET OUT OF RANGE AS ONLY SPIDER-MAN CAN!

KPOOM

BDAM

A SWIMMING POOL? ON THE ROOF? SHEESH, TALK ABOUT CONSPICUOUS CONSUMPTION!

BUT AT LEAST THAT PRIVATE ELEVATOR WILL GIVE ME AN EASY WAY TO GET--

CHK

SPAK

--INSIDE!

PLEASE! D-DON'T SHOOT!

DON'T WORRY, HOT STUFF. I'VE GOT WHAT I CAME FO--

BONSOIR, MA'AM-SELLE!

--HUH?

OR, AS THE THING WOULD MORE GLIBLY PUT IT: "HIYA, TOOTS!"

YOU!!

BLAST IT, SPIDER-MAN! I SAID I DIDN'T WANT TO HURT YOU--!

THWIP!

AND YOU WON'T! NOT UNLESS YOUR POP PISTOL CAN SHOOT THROUGH A BARREL FULL OF WEBBING!

NO! I CAN'T LET YOU STOP ME NOW! I'M ALMOST FINISHED!

LEAVE ME ALONE! JUST FOR AWHILE!

I PROMISE YOU'LL UNDER-STAND EVERYTHING SOON!

P-THUMP

THE ONLY THING I UNDERSTAND, BLACK CAT, IS THAT YOU'RE NOT GOING ANYWHERE--

--WITHOUT ME!

HEY, I LIKE YOU, TOO, SPIDEY, BUT DO YOU REALLY THINK THIS IS THE TIME AND PLACE FOR--

--LOOK OUT! THE CHANDE-LIER.

IT'S GOING TO FALL!

SNAP

SHE'S RIGHT! MORE BAD LUCK!

ONLY THIS TIME THE CAT'S WARNING SOUNDED SINCERE, LIKE SHE WAS WORRIED ABOUT ME! WHAT THE *HECK* IS GOING ON?!?

KRAKALEESH

BUT WHEN SPIDER-MAN TURNS BACK TO CONFRONT THE BLACK CAT, HE FINDS HER--

--GONE! SHE WENT OUT THAT WINDOW--AND TOOK A PRICELESS ARTIFACT THAT BELONGS TO ME!

TAKE IT EASY, BELLFLOWER, I'LL GET YOUR KNICK-KNACK BACK.

WELL, I SHOULD HOPE SO, AFTER SMASHING MY BEAUTIFUL CHAN-DELIER! J. JONAH JAMESON WAS RIGHT ABOUT COSTUMED RUFFIANS! I SHOULD SUE FOR--

YOU'RE WEL-COME.

IT'S A GOOD THING I WAS ABLE TO PLANT A *SPIDER-TRACER* ON THE CAT WHEN WE WERE GRAPPLING BACK THERE. MY SPIDER-SENSE IS PICKING UP ITS SIGNAL ALREADY.

SO WHEREVER THE BLACK CAT GOES, I'LL BE ABLE TO FOLLOW!

THAT LADY MUST HAVE REALLY BEEN CLOSE TO HER OLD MAN, TO TAKE SUCH RISKS JUST TO HONOR HIM.

I ALMOST ENVY THE GUY.

BUT WHATEVER THE CAT'S MOTIVES, IT'S MY DUTY TO TRACK HER DOWN TO HER LAIR. WHICH, ACCORDING TO MY TRUSTY SPIDER-SENSE--

--I'VE JUST DONE!

YEP, THERE SHE IS--ALONG WITH HER FOUR "PRIZES". TIME TO MAKE MY GRAND ENTRANCE!

ALL RIGHT, CAT, I'M TAKING THOSE ARTIFACTS! AND IF YOU TRY TO STOP ME--

KAREESH

BUT WHY SHOULD I STOP YOU, SILLY? AFTER ALL--

YOU'RE THE ONE I STOLE THEM FOR!

I'M... WHAT?!

OF COURSE, LOVE, I DID THIS ALL FOR YOU. DON'T YOU LIKE IT?

KLIK

OH, MY LORD! THIS PLACE IS A SHRINE, ALL RIGHT. BUT IT'S NOT TO THE BLACK CAT'S FATHER--

--IT'S TO ME!

NOW DON'T BE CROSS, DARLING. I TOLD YOU I HAD A PROMISE TO KEEP. WHEN DADDY DI--LEFT US--MOTHER WAS WORRIED ABOUT MY FOLLOWING IN HIS FOOTSTEPS. SO SHE MADE ME PROMISE TO GET PROFESSIONAL HELP.

AND WHAT BETTER HELP THAN YOU? YOU'RE ALMOST AS GOOD AS DADDY, AND I'VE HAD A CRUSH ON YOU FOR YEARS!

OF COURSE, I KNEW YOU WOULDN'T HELP ME UNLESS YOU LOVED ME, TOO. SO I SET ABOUT STEALING THE MOST VALUABLE ROMANTIC SYMBOLS IN THE COUNTRY--

--JUST TO SHOW WHAT YOU MEAN TO ME AND NOW WE LOVE EACH OTHER, DON'T WE?

JUST LIKE DADDY AND ME...

AW, GEEZ. THIS POOR, POOR LADY. SHE LOVED HER FATHER SO MUCH... TOO MUCH.

HIS DEATH MUST HAVE SHATTERED HER EMOTIONAL BALANCE. WHAT HER MOTHER OBVIOUSLY WANTED HER TO GET... WAS PSYCHIATRIC HELP!

BUT SHE COULDN'T ACCEPT THAT HER MOM DIDN'T APPROVE OF HER BEING LIKE HER FATHER.

SO SHE LATCHED ONTO ME AS A SUBSTITUTE FATHER! IN HER OWN, CHILDLIKE WAY... SHE REALLY DOES LOVE ME!

CAT... FELICIA... I WANT YOU TO DO SOMETHING FOR ME.

I, UH, KNOW SOME PEOPLE, SOME DOCTORS. I'D LIKE YOU TO TALK WITH THEM. AND I PROMISE... "LOVE"...

ANYTHING, LOVE. WHAT IS IT?

...I'LL SEE THAT YOU GET ALL THE HELP YOU NEED.

FINIS

NEXT THE FRIGHTFUL FATE OF J.JONAH JAMESON!

A METHOD IN HIS MADNESS!!

IT'S NOT WHAT YOU EXPECT!

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the AMAZING SPIDER-MAN®

PETER PARKER GOES WILD!

Milgrom

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers... and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

ROGER STERN WRITER | JOHN BYRNE & GENE DAY ARTISTS | DIANA ALBERS, LETTERER | GEORGE ROUSSOS, COLORIST | DENNIS O'NEIL, EDITOR | JIM SHOOTER, ED-IN-CHIEF

"A METHOD IN HIS MADNESS!"

J. JONAH JAMESON WAS A RESPECTED NEWSPAPERMAN... A PILLAR OF NEW YORK SOCIETY FOR YEARS... A MAN OF POWER AND INFLUENCE!

THOUGH HE WAS OFTEN GRUFF, NARROW-MINDED AND STUBBORN AS A MULE, BASICALLY HE WAS A GOOD MAN. HE ONLY HAD THIS ONE LITTLE FIXATION...

SPIDER-MAN... SPIDER-MAN... EVERYWHERE I LOOK, I SEE HIM! HE'S COMING AFTER ME... THREATENING ME! WHAT DOES IT ALL MEAN? WHAT?!

THE DAY THAT JONAH SUFFERED A TOTAL NERVOUS BREAKDOWN, HIS FRIENDS JUST SADLY SHOOK THEIR HEADS. "POOR JONAH," THEY SAID, "HIS HATRED OF SPIDER-MAN HAS DRIVEN HIM MAD!"

BUT HIS FRIENDS WERE WRONG...

LF115

...FOR JONAH'S MADNESS HAD BEEN CAUSED BY AN OUTSIDE FORCE, DEVELOPED BY THE MAN WHO NOW HOLDS HIM CAPTIVE!

BLAST! NO MATTER HOW MANY TIMES I PROD HIS BRAIN WITH THREATENING IMAGES OF SPIDER-MAN, I CAN'T KNOCK HIM OUT OF THIS STATE OF AMNESIA!

EVEN WITHOUT MEMORY, JAMESON'S MIND IS AS OBSTINATE AS EVER! STILL, I SUPPOSE I SHOULDN'T BE SURPRISED...

...IT WAS HIS STUBBORNESS WHICH MADE HIM THE IDEAL TEST SUBJECT FOR PERFECTING MY MENTAL ATTITUDE-RESPONSE VARIATOR RAY!

THANKS TO JAMESON'S UN--WITTING HELP, I HAVE AT LAST GAINED THE POWER OVER HUMANITY I HAVE SOUGHT FOR SO LONG!

AFTER YEARS OF EXPERIMENTING, ***JONAS HARROW*** HAS DEVELOPED A DEVICE WHICH WILL DRIVE MEN MAD!

WELL, ARE WE FEELING ANY BETTER NOW, JONAH? ANY HINT OF THOSE MEMORIES RETURNING?

N-NO, DOCTOR. I WOULDN'T EVEN KNOW MY NAME, IF YOU HADN'T TOLD ME. THE ONLY NAME THAT KEEPS REPEATING IN MY MIND IS SP-SP-I-I-

HE PASSED OUT. HE COULDN'T EVEN BRING HIMSELF TO SAY SPIDER-MAN.

SPIDER-MAN! HOW IRONIC--I WOULD NEVER HAVE THOUGHT OF USING JAMESON AS MY GUINEA PIG, WERE IT NOT FOR HIM.

THAT WALL-CRAWLING MENACE HAS THWARTED ME FOR TOO LONG! MY GREATEST 'RECREATED MEN'--***HAMMERHEAD***, THE ***KANGAROO***, AND ***WILL-O'THE WISP***--

--HAVE ALL BEEN DEFEATED BY SPIDER-MAN!

BUT NOW, I HAVE A WEAPON OF SUCH POWER THAT I NO LONGER NEED TO RELY UPON UNDERLINGS! I CAN ATTACK SPIDER-MAN DIRECTLY AND DEFEAT HIM!

AND I OWE IT ALL TO A MAN WHO HATES SPIDER-MAN EVEN MORE THAN I...J. JONAH JAMESON! HAH-HA!

"LOOKING BACK, THE TESTING PROCESS WAS RIDICULOUSLY SIMPLE! I MERELY TRAINED MY EXPERIMENTAL RAY-PROJECTOR ON JAMESON'S OFFICE AND SUBJECTED HIM TO EVER-INCREASING EXPOSURES OF MY VARIATOR BEAM.

"PLAYING OFF HIS HATRED FOR SPIDER-MAN, I GRADUALLY MADE HIM MORE AND MORE IRRATIONAL! AND EVENTUALLY, HIS GROWING PSYCHOSIS LOST HIM THE SUPPORT OF HIS OLDEST AND CLOSEST ASSOCIATE--CITY EDITOR JOE ROBERTSON!

"ROBERTSON'S RESIGNATION,* OF COURSE, MADE JAMESON'S MENTAL STATE ALL THE EASIER TO MANIPULATE!

J. JONAH JAMESON PUBLISHER

*ISSUE #196--D.

"BEFORE LONG, I HAD TURNED A LEVEL-HEADED PUBLISHER INTO A RAVING PARANOID! EVEN THE WOMAN DEAREST TO HIM--DR. MARLA MADISON--WAS UNABLE TO REASON WITH HIM!

"THE DECISION OF THE *BUGLE'S* BOARD OF DIRECTORS TO REPLACE JAMESON WAS THE LAST STRAW--HE SUFFERED A TOTAL NERVOUS COLLAPSE!*

*ISSUE #198--D.

"NOT CONTENT TO LET MY EXPERIMENT END THERE, I FOUND OUT THE LOCATION OF JAMESON'S HOSPITAL ROOM AND KEPT A MINI-PROJECTOR TRAINED ON HIM AT ALL TIMES.

HOSPITAL

"THE CONSTANT BOMBARDMENT DROVE HIM TO VIOLENT OUTBURSTS. WITHIN DAYS, HE PASSED MY FINAL TEST, BREAKING FREE FROM THE DOCTORS AND FLEEING LIKE A MADMAN!*

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*ISSUE #201--D.

"FOR A TIME, I LEARNED, HE HID OUT IN THE BUGLE BUILDING--BUT HE COULDN'T REMAIN HIDDEN THERE FOR LONG!

SOON, HE WAS ON THE RUN AGAIN--FLEEING INTO AN ALLEYWAY, WHERE AN UNFORTUNATE MISSTEP RENDERED HIM UNCONSCIOUS.*

*ISSUE #202--D.

"THAT WAS WHERE I FINALLY FOUND HIM. HE'D SUSTAINED ONLY A MINOR CONCUSSION--BUT IN HIS STATE OF MIND, IT WAS ENOUGH TO INDUCE A NEAR-TOTAL AMNESIA!

"THE AMNESIA HAD NOT BEEN PART OF MY PLAN--ALTHOUGH, ADMITTEDLY, IT DID MAKE HIM EASIER TO HANDLE. WITHOUT A SINGLE COHERENT MEMORY, IT WAS CHILD'S PLAY TO CONVINCE JAMESON THAT I WAS HIS CLOSEST FRIEND."

INTERESTING, THOUGH! IT'S ALMOST AS IF HIS MIND HAD SUBMERGED HIS MEMORIES AS A DEFENSE AGAINST THE INDUCED PSYCHOSIS.

JONAH JAMESON MAY WELL BE THE ONE MAN ON EARTH WHO IS JUST TOO STUBBORN TO STAY CRAZY! NOT THAT IT MATTERS NOW...

...I'VE ALREADY COLLECTED ENOUGH DATA FROM JAMESON'S TESTING TO PERFECT MY APPARATUS!

WHY, I ALREADY HAVE HIS SUCCESSOR NEARLY AS UNSTABLE AS JONAH WAS BEFORE THE BREAKDOWN!

SPEAKING OF WHOM, I WONDER HOW THE ACTING PUBLISHER' IS GETTING ALONG TODAY? I HAVEN'T GIVEN HIM AN EXPOSURE IN OVER 24-HOURS.

PLAYING THE CONTROLS OF THE GIANT VIEW-SCREEN, HARROW ZOOMS IN ON ONE PARTICULAR WINDOW OF THE DAILY BUGLE BUILDING...

...THE WINDOW OF THE PUBLISHER'S OFFICE, AN OFFICE CURRENTLY OCCUPIED BY--

--JOE ROBERTSON!

COME IN, MARLA. I'M GLAD YOU COULD DROP BY.

I CAME AS SOON AS I GOT YOUR MESSAGE, JOE. HAS...HAS THERE BEEN ANY WORD ON JONAH?

NO. THAT'S WHAT WE NEED TO DISCUSS. PLEASE--HAVE A SEAT!

SO FAR, THE POLICE AND THE DETECTIVES WE'VE HIRED HAVE BEEN VERY GOOD ABOUT KEEPING JONAH'S CONDITION QUIET. BUT HE'S STILL MISSING...HE COULD BE ANYWHERE!

I THINK IT'S TIME WE CONSIDERED PUBLISHING AN APPEAL IN THE *BUGLE*...PERHAPS OFFER A REWARD!

YOU'RE RIGHT, JOE. I DON'T THINK WE HAVE ANY OTHER CHOICE.

AND, IN HARROW'S LAB

THAT SCENE LOOKS FAR TOO FRIENDLY. LET'S SEE WHAT WE CAN DO TO CHANGE THAT!

HMMM

OF COURSE, I'M RIGHT! WHO DO YOU THINK HAS REALLY BEEN RUNNING THE *BUGLE* FOR THE PAST FEW YEARS?

SO, IT FINALLY COMES OUT! YOU DON'T REALLY CARE ABOUT JONAH!

HMMM

OH, AND I SUPPOSE YOU DO? COME OFF IT, WOMAN--IT'S JONAH'S MONEY THAT KEEPS YOU AROUND!

YOU DARE SAY THAT TO ME, YOU PIG? WHY, I OUGHT TO CRAM THAT SMELLY PIPE DOWN YOUR THROAT!

MEAN WHILE, BARELY THIRTY FEET AWAY FROM THE ESCALATING ARGUMENT, PETER PARKER INTRUDES ON THE BUSTLE OF THE ***BUGLE*** *CITY ROOM.*

EDITORIAL

CITY ROOM

IF BARNEY BUSHKIN OVER AT THE *GLOBE* EVER KNEW HOW OFTEN HIS FAVORITE PHOTOG DROPPED BY THIS PLACE, HE'D HAVE A FIT!

BUT I JUST CAN'T SEEM TO STAY AWAY. THERE ARE TOO MANY MEMORIES HERE. I GUESS THE ***BUGLE*** WILL ALWAYS SEEM LIKE HOME--THE ***GLOBE*** IS JUST A JOB!

HEY, GLORY-- WHAT'S THE WORD? ANY NEWS ON JONAH?

HMM? OH, HI, PETER! NO, I'M 'FRAID NOT. SAY, WHAT'RE YOU DOING OVER HERE? THINGS GET TOO BORING AT THE ***GLOBE***?!

SOMETHING LIKE THAT. UH... HOW'S ROBBIE?

STILL BLOWING HIS TOP AT THE DROP OF A HAT! I SWEAR, PETER, I'VE NEVER SEEN A JOB CHANGE A MAN SO FAST!

YOU THINK IT'S JUST THE PRESSURE OF THE JOB?

I DON'T KNOW. SOMETIMES IT SEEMS... WELL, ALMOST UNNATURAL AROUND HERE!

YEOW! MY SPIDER-SENSE IS SUDDENLY SCREAMING DANGER AT THE TOP OF ITS LUNGS!

SOMETHING'S HAPPENING IN THAT OFFICE! AND IT FEELS LIKE IT'S ABOUT TO--

--SPILL OVER!

GET DOWN!

KRASH

OH!

LEAPING OVER THE TERRIFIED GLORY GRANT, PETER THROWS OPEN THE DOOR TO THE INNER OFFICE, ONLY TO FIND...

GET BACK! KEEP AWAY FROM ME, OR I'LL CUT YOU!

WOMAN, YOU AIN'T CUTTIN' NOBODY!

ROBBIE... DR. MADISON... WHAT ARE YOU DOING?! HAVE YOU BOTH GONE CRAZY?

STAY OUT OF THIS, PARKER! I DON'T NEED YOUR HELP!

GET OUT OF MY WAY, YOU STUPID PUNK!

HMMMM

FOR ONLY A SECOND DOES PETER HOLD THE FORMER FRIENDS BACK. AND THEN...

SHUT UP! SHUT UP, BOTH OF YOU! I DON'T HAVE TO PUT UP WITH THIS--!

WHUUUPH!

AHHK!

OH, MY GOD! WHAT HAVE I DONE?!

WHAT CAME OVER ME? IT WAS LIKE EVERY BIT OF SELF-CONTROL I EVER HAD JUST FLEW OUT THE WINDOW!

WITH MY SPIDER-STRENGTH, I'M LUCKY I DIDN'T KNOCK THEM THROUGH THE WALLS!

NOOOO!!

EH? THAT'S GLORY! WHAT'S GOING ON HERE?

DASHING BACK INTO THE CITY ROOM, PETER SUDDENLY FREEZES IN HIS TRACKS, HIS MOUTH AGAPE AT THE SIGHT OF INSTANT MASS PSYCHOSIS!

NO MORE FILING! NO MORE!

WHY AM I WRITING THE SPORTS PAGE? I HATE SPORTS!!

THAT'S MY BY-LINE!

HELP ME!

NO-NO-NO NO-NO...

SOMEONE OR SOMETHING IS DRIVING EVERYONE HERE CRAZY! I'VE GOT TO GET THEM ALL OUT OF HERE BEFORE SOMEBODY GETS KILLED!

MAYBE THIS'LL DO IT!

BRRRNNNGGGGG

FIRE ALARM

OUT! EVERYBODY OUT-- NOW! COME ON-- MOVE IT! HEAD FOR STAIR-WAY 'C'!

IT'S WORKING! THEY'RE ALL ACTING INSTINCTIVELY!

THE YEARS OF FIRE DRILLS PAY OFF. IN LESS THAN A MINUTE, PETER FINDS HIMSELF ALONE IN THE DEVASTATED CITY ROOM...

EVERYONE'S GONE... I *KNOW* THEY'RE GONE! BUT NOW THAT THE SHOCK OF THE WHOLE THING IS OVER, I... I CAN'T SHAKE THE FEELING THAT SOMEONE IS STILL HERE! AND HE'S OUT TO GET ME!

I... FEEL... SICK.

NO! I HAVE TO GET HOLD OF MYSELF! SOMETHING IS CAUSING THIS... SOMETHING UNNATURAL, LIKE GLORY SAID! I JUST HAVE TO GRIT MY TEETH--

--AND LET MY SPIDER-SENSE LEAD ME TO THE PLACE WHERE THE FEELING-- THE DANGER IS STRONGEST!

STUMBLING FORWARD LIKE A SLEEP-WALKER, PETER SOON FINDS THE FOCAL POINT OF HIS DISTRESS...

JONAH'S OFFICE! YEAH... THAT MAKES SENSE SOMEHOW. BUT WHAT'S CAUSING THIS... INSANITY?

THAT SICK FEELING IS STRONGEST HERE... ALMOST AS IF IT WERE COMING FROM...

MILLER

...THAT WATER TOWER.

MUSTERING ALL OF HIS WILL, PETER LURCHES AWAY FROM THE WINDOW, BREAKING INTO A DESPERATE SPRINT FOR THE STAIRS.

AND, IN HARROW'S LABORATORY...

IT'S A SUCCESS--A BLASTED SUCCESS! THE WIDE-ANGLE BEAM WORKS EVEN BETTER THAN I HOPED! THE ENTIRE OFFICE DISSOLVED INTO MADNESS!

I THOUGHT THAT ONE YOUNG FOOL WAS EVEN GOING TO THROW HIMSELF OUT THE WINDOW FOR AN INSTANT!

EH?

MEEP-MEEP-MEEP

THE PROXIMITY ALARM! SOMETHING'S APPROACHING THE VARIATOR RAY PROJECTOR!

QUICKLY PANNING THE AREA AROUND THE HIDDEN PROJECTOR, HARROW IS STARTLED TO SEE A FAMILIAR FORM SWINGING CLOSER!

SPIDER-MAN?! HE'S HEADED RIGHT FOR MY DEVICE!

I DON'T BELIEVE IT! HOW COULD HE HAVE FOUND OUT ABOUT IT?

BAH! WHAT AM I WORRYING ABOUT? FOR ALL HIS POWER, HE IS ONLY HUMAN!

ALL I NEED DO IS FOCUS MY BEAM ON HIM--LIKE SO!

HMMMM

NO! OH, NO! WHAT AM I DOING?! NOBODY CAN DO THIS! I'LL GET KILLED!

WHOA, THERE! PULL YOURSELF TOGETHER, PARKER! YOU'RE SPIDER-MAN... YOU *CAN* DO THINGS LIKE THIS! NO VERTIGO...NO ACROPHOBIA... EVERYTHING'S FINE!

BOY, I DON'T KNOW WHAT'S IN THAT WATER TOWER, BUT IT'S CERTAINLY EFFECTIVE IF IT'LL MAKE ME DOUBT MYSELF THAT MUCH!

I'LL BET MY LAST ISSUE OF ***SCIENTIFIC AMERICAN*** THAT THERE'S A GIZMO HIDDEN IN THERE, SENDING OUT SOME SORT OF HIGH FREQUENCY WAVES TO PULL ALL THE WRONG STRINGS IN MY HEAD.

EITHER THAT, OR IT'S MAGIC!

GAINING THE ROOFTOP, SPIDER-MAN DASHES PAST THE TOWER. BUT...

I'D HOPED THAT THE GADGET WAS STATIONARY--SO I COULD CIRCLE AROUND BEHIND IT... BUT THAT SICK FEELING IS STAYING RIGHT WITH ME!

A-AND IT'S GETTING WORSE! G-G-GOTTA DO SOMETHING FAST...

GOTTA CONCENTRATE ON TRASHING THE TOWER...WHILE I CAN STILL STAND!

IGNORING HIS FEAR AND PAIN, SPIDER-MAN SINKS HIS FINGERS INTO THE SIDES OF THE TOWER, AND PULLS FOR ALL HE'S WORTH!

BUT... IS THAT ***IT?!*** I EXPECTED IT TO FILL THIS THING! N-N-NO ONE COULD BUILD SOMETHING LIKE THIS!

IT MUST BE THE WORK OF...OF BEINGS FROM OUTER SPACE! H-H-HELP!

THIS IS FANTASTIC! NOW I'VE TURNED SPIDER-MAN INTO A GIBBERING PARANOID! I'VE BEATEN HIM AT LAST!

BUT, EVEN CAUGHT UP IN THE THROES OF IRRATIONAL FEAR, SPIDER-MAN MANAGES TO SHOOT A SLENDER WEB-LINE UP TO A NEARBY FLAG-POLE AS HE RUNS--

--AND...

GOTTA GET FAR ENOUGH AWAY--

--FROM THE RAY TO GET MY HEAD TOGETHER! YEAH! IF I CAN JUST BUILD UP--

--ENOUGH MOMENTUM, MY SWING--

--SHOULD DO THE REST! BINGO!

KRESH

AND, AS SPIDER-MAN STANDS PANTING OVER THE WRECKED PROJECTOR, A BIZARRE SPEAKER SUDDENLY POPS UP FROM THE BASE...

VERY IMPRESSIVE, SPIDER-MAN! YOU'RE STILL A FORMIDABLE OPPONENT... EVEN WHEN YOU'RE HALF OUT OF YOUR MIND!

WHAT? WHO'S THAT?

THE NAME OF JONAS HARROW WOULD MEAN LITTLE TO YOU, THOUGH WE'VE BEEN ADVERSARIES FOR SOME TIME! YOU SEE...

FASCINATED, SPIDER-MAN LISTENS AS THE VOICE FIRST RECOUNTS HARROW'S ROLE IN HIS PAST AND IN JAMESON'S BREAKDOWN--AND THEN ISSUES A CHALLENGE!

SHORTLY...

ECK KUNG FU TRUCTOR

I DON'T KNOW WHO'S CRAZIER... HARROW, FOR DARING ME TO MEET HIM ON HIS OWN GROUND... OR ME, FOR TAKING HIM UP ON IT!

KARESH

YOU'VE ARRIVED QUITE PROMPTLY, SPIDER-MAN! I FIND THAT VERY COMMENDABLE.

YEAH. I CAN SEE THAT YOU'RE TURNING CARTWHEELS, YOU'RE SO HAPPY! WHERE'S JAMESON?

MR. JAMESON IS OUT OF HARM'S WAY... UNLIKE YOURSELF!

I THINK YOU'LL FIND THAT THE SECOND MODEL OF MY RESPONSE VARIATOR RAY DEVICE IS SOMEWHAT STRONGER THAN THE FIRST!

THE NEW, IMPROVED MODEL FRIES BRAINS FASTER, EH? WELL, EXCUSE ME IF I DON'T SHAKE DOWN TO THE TOES OF MY LI'L WEBBED BOOTIES--

--BUT YOUR PSYCHO-RAY WON'T DO ANY GOOD IF IT DOESN'T HIT ME!

SEE WHAT I MEAN? IT WASN'T VERY SMART TO INVITE ME HERE, HARROW! IT'S JUST A MATTER OF TIME BEFORE I YANK YOU OUT OF YOUR ISOLATION BOOTH!

NO! I CANNOT LOSE! YOU'LL EVENTUALLY TIRE, AND THEN I'LL HAVE YOU!

SAY, THAT SOUNDS PRETTY CLEVER, DOC!

THE ONLY PROBLEM IS, I DON'T FEEL TIRED AT ALL! AS A MATTER OF FACT--

--I THINK I COULD DO THIS ALL DAY!

THAT'S THE NICE THING ABOUT HAVING THE PROPORTIONATE STRENGTH OF A SPIDER... YOU HAVE TERRIFIC ENDURANCE!

OH, JONAH--**THERE** YOU ARE! DON'T WORRY-- I'LL GET YOU OUT OF THIS MESS!

EH?

SPIDER-MAN... ISN'T THREATENING ME? HE'S TRYING TO HELP ME?

BUT THAT'S IMPOSSIBLE! SPIDER-MAN CAN'T BE HELPING ME!

I... HATE... SPIDER-MAN!

AND SO, THE SIGHT OF THE MAN HE HATES ACCOMPLISHES WHAT HARROW'S PROBING COULD NOT! JONAH JAMESON'S MIND SNAPS BACK TO NORMAL!

NO-WEB-SPINNING FREAK IS GOING TO SAVE ME! I'LL SAVE MYSELF! HOW DO THESE BLASTED STRAPS WORK?

MEANWHILE, UNAWARE OF JONAH'S RETURN TO RELATIVE SANITY...

TOO CLOSE! HE'S GETTING TOO CLOSE! SOMEHOW HE KEEPS EVADING THE VARIATOR BEAM!

HE'LL MAKE GOOD HIS THREAT TO CAPTURE ME, UNLESS I DO SOMETHING DRASTIC!

WHAT'S WITH THE THINKING CAP, DOC? TRYING TO COME UP WITH A BETTER IDEA?

JUST PROTECTING MY OWN MIND, SPIDER-MAN! IT'S A SHAME YOU DON'T HAVE ANY SUCH PROTECTION FROM MY DEVICE WHEN I SET IT FOR DIFFUSE-BEAM SCAN!

YOW! HE'S FLOODING THE ENTIRE ROOM WITH HIS NUTZO-RAY! IT'S NOT AS STRONG AS THE CONCENTRATED BEAM--

--BUT IT'S ENOUGH TO GIVE ME THE CREEPING WHIM-WHAMS! STILL, I HAVE TO STAND UP TO IT... I HAVE TO STOP HARROW!

THIS ISN'T MUCH STRONGER THAN THE BEAM THAT HIT ME IN THE **BUGLE** OFFICES... AND THIS TIME I KNOW WHAT'S HAPPENING TO ME! I JUST HAVE TO GRIT MY TEETH AND BEAR IT... SOMEHOW!

HEY--WAIT! THAT LOOKS LIKE A BANK OF VOLTAGE REGULATORS! AND THE ONE ON THE FAR LEFT IS GIVING ME A SPIDER-SENSE BUZZ THAT JUST WON'T STOP!

THAT SEEMS LIKE A GOOD PLACE TO START!

SKRA-ZZAKK

NO GOOD! ANOTHER ONE JUST PICKED UP THE POWER LOAD! THEY MUST BE SET TO SWITCH BACK AND FORTH IN SOME PRE-ARRANGED SEQUENCE.

THROWING ROCKS AT THEM WON'T DO ANY GOOD--

--UNLESS I USE BIGGER ROCKS!

BLASTED WALL-CRAWLING MURDERER! HARROW'S GOT HIM JUMPING AROUND LIKE A TOY ON A STRING!

I'M NOT SURE WHAT'S GOING ON HERE... THE LAST FEW DAYS SEEM LIKE A BLUR TO ME... BUT SOMETHING ABOUT THIS ROOM MAKES MY HEAD HURT!

I'D BETTER GET OUT OF HERE--AND GET HELP!

THERE, I ALREADY FEEL BETTER OUT HERE IN THIS CORRIDOR! NOW TO FIND... EH? WHAT'S THIS?

A PLUG?

MEANWHILE...

I HOPE I'M NOT JUST WASTING MY TIME WITH THIS WEBBED-UP PILE OF SCRAP--

--BUT IF HARROW'S UNEASY SILENCE IS ANY INDICATION, I MUST BE ON THE RIGHT TRACK!

I HOPE SO. IF THERE ARE ANY BACK-UP REGULATORS BESIDES THESE...OUCH! I DON'T WANT TO THINK ABOUT IT!

ZRAM-A-KOWW

AND, AT THE VERY MOMENT SPIDER-MAN SMASHES THE ENTIRE BANK OF VOLTAGE REGULATORS--

--JONAH JAMESON, GATHERING UP ALL HIS COURAGE, YANKS A CERTAIN PLUG FROM ITS WALL OUTLET...

...CUTTING OFF POWER TO NOTHING MORE THAN A TELEPHONE ANSWERING MACHINE!

OF COURSE, NO ONE WILL EVER CONVINCE *HIM* OF THAT!

JUST AS I THOUGHT! EVERY LIGHT IN THE PLACE WENT OUT! HAH, WHO NEEDS "SUPER HEROES"?

AND, IN THE DARKENED LAB CHAMBER...

NO REGULATORS...NO POWER...NO VARIATOR BEAM! THAT WAS SIMPLE!

OR WAS IT?

DON'T MAKE A MOVE, SPIDER-MAN! YOU'LL NOT DEFEAT ME AGAIN! I SWEAR, YOU'LL NOT! I'VE COME TOO FAR THIS TIME!

YOU'VE STOPPED MY BEAM... I DARE SAY YOU'LL STOP A BULLET EVEN BETTER!

WHAT?! AW, COME ON, DOC! BE REAL! YOU'RE THREATENING ME WITH AN ORDINARY REVOLVER? ME?!

I'M WARNING YOU...DON'T TRY ANYTHING! YOU'RE NOT BULLETPROOF!

YEAH, BUT I'M NOT AN EASY TARGET, EITHER!

MY EVER-LOVIN' SPIDER-SPEED DOESN'T EVEN MAKE THIS A CHALLENGE!

I'D SAY, "GIVE IT YOUR BEST SHOT!" BUT WE'VE BEEN FUNNY ENOUGH FOR ONE DAY!

WHUMP

BDAM

COVERING THE DISTANCE BETWEEN THEM IN THE BLINK OF AN EYE, SPIDER-MAN CONNECTS WITH HARROW, JUST AS HIS FINGER SQUEEZES THE TRIGGER...

...PRODUCING A NEAR MISS JUST ACROSS THE ROOM!

KTANG

GADFREY!

SO YOU'RE THE BIG, BAD, MAD DOCTOR WHO RE-WIRED HAMMERHEAD, KANGAROO, AND WILL-O' THE WISP, ARE YOU?

AND JUST LOOK AT YOU NOW! TOO BAD, DOC... I GUESS YOU SHOULD HAVE STAYED BEHIND THE SCENES!

YOU... YOU... YOU MASKED MENACE! YOU DEFLECTED THAT BULLET TOWARDS ME ON PURPOSE!

WHAT?

YOU HEARD ME!

JONAH! YOU'RE YOU AGAIN! WELCOME BACK TO REALITY! I DIDN'T THINK YOU WERE THE TYPE TO STAY CRACKERS FOR LONG!

UHN? YOU DIDN'T... I WASN'T... I...

SPIT IT OUT, SON!

SHUT UP! JUST SHUT UP! YOU CAN'T FOOL ME! YOU WERE PROBABLY IN CAHOOTS WITH THAT HARROW CREEP! I'LL BET YOU JUST LOVED IT WHEN EVERYONE THOUGHT I WAS CRAZY!

OH, BROTHER!

JONAH, I WON'T EVEN TRY TO EXPLAIN THIS TIME! YOU WOULDN'T LISTEN ANYWAY!

OH, YEAH? WELL, LISTEN TO THIS, YOU MURDERING MENACE...

...YOUR LITTLE TRICK DIDN'T WORK! WHEN I GET BACK TO THE BUGLE, I'M GOING AFTER YOU WITH BOTH BARRELS!

SAME OL' JONAH... AS INEVITABLE AS DEATH AND TAXES!

YOU'LL SEE! ROBBIE WILL LISTEN TO ME! WE'LL EXPOSE YOU FOR WHAT YOU REALLY ARE!

HEY! DR. HARROW'S RAY MUST BE STILL WORKING ON ME. I'VE JUST RESCUED THE WORLD'S BIGGEST PAIN-IN-THE-NECK...

...AND I'M GLAD!

HOW ABOUT THAT!

NEXT ISSUE

THE MIND-BENDING MENACE OF--

MESMERO!

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the AMAZING SPIDER-MAN®

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FINAL CURTAIN!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers... and had, in effect, become a human spider...

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN®

NOW PLAYING

THE RENOWNED MISTER **STAN LEE**, ESQ. IMPRESSARIO AND PURVEYOR OF PHANTASMAGORICAL DELIGHTS -- IN ASSOCIATION WITH MESSRS. **DENNY O'NEIL** AND **JAMES MOONEY**; RACONTEOURS **P. MARCOS**, GRAPHIQUE/TECHNICIAN **JIM NOVAK**, CALLIGRAPHER **BEN SEAN**, PURVEYOR OF COLOUR PROUDLY PRESENTS

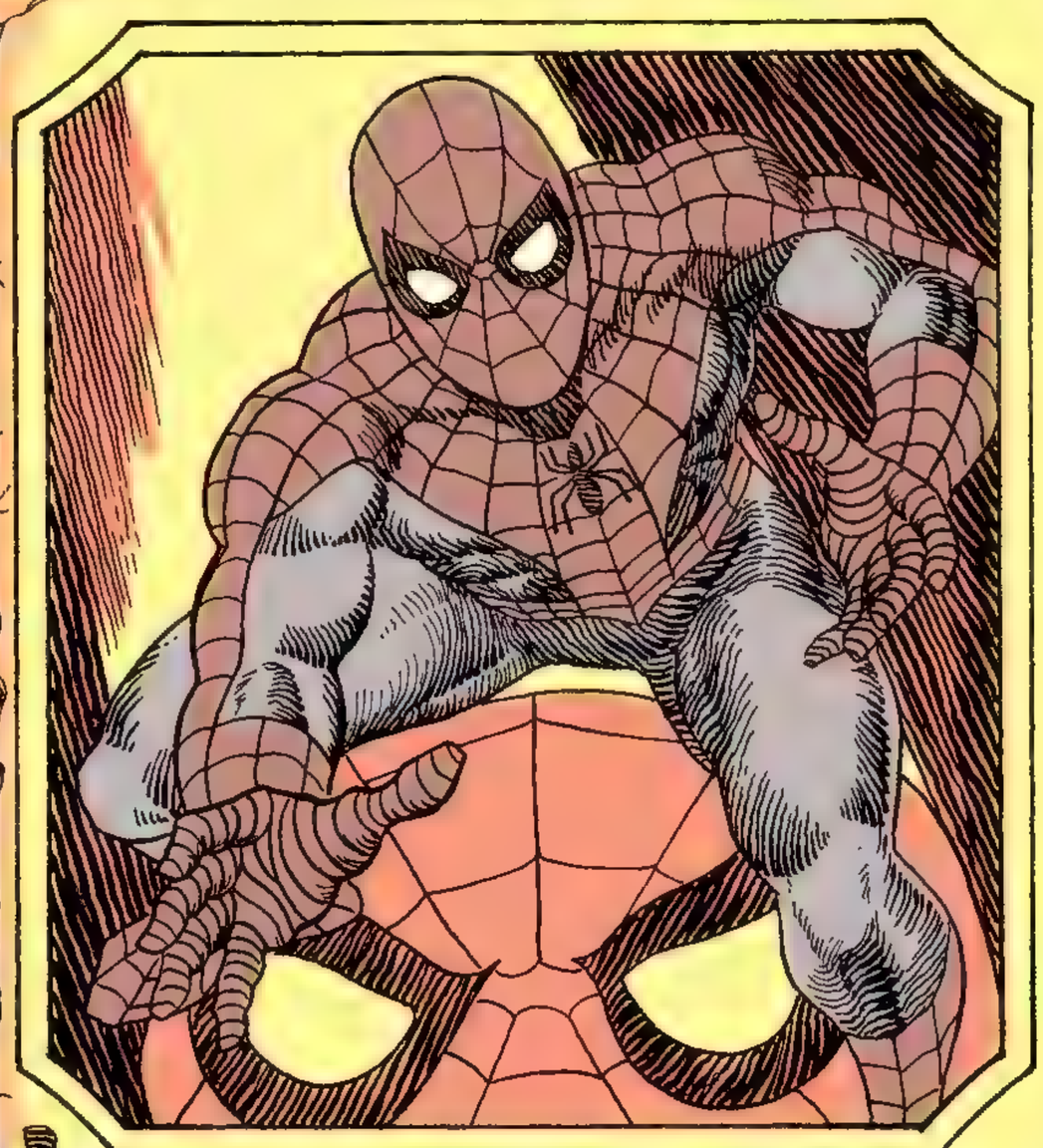
THE AMAZING SPIDER-MAN

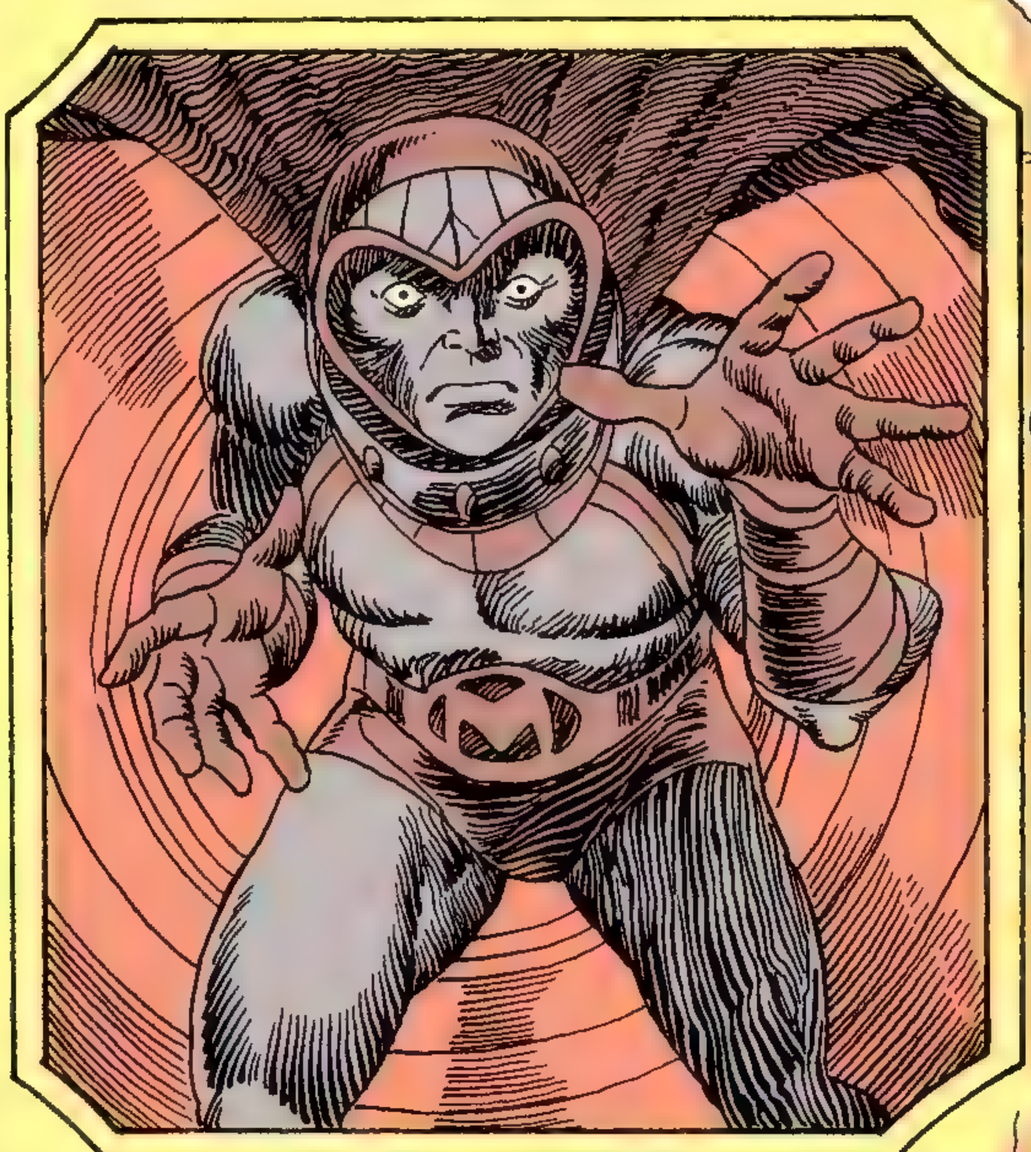
(HIS WONDROUS FEATS HAVE ASTONISHED MULTITUDES)

IN A MOST SERIOUS CONTEST OF STRENGTH WITH

MESMERO

(FORMERLY A WELL-REGARDED X-MEN NEMESIS)





THE PRESENT PROGRAMME SHOWN UNDER THE TITLE:

MESMERO'S REVENGE!

A PLEASING SERIES OF THRILLS IS PROMISED TO THE PUBLIC!

'NUFF SAID!

LF/38

SIX HUNDRED PAIRS OF EYES IN THIS BROADWAY THEATER ARE FIXED ON THE STAGE--AND THE SORRY SPECTACLE OCCURING THERE...

NOW BE A CHICKEN!

ACT I

KWAK KWAK KWAK

EXIT

AMONG THOSE NOT AMUSED ARE PETER PARKER AND HIS DATE, DEBBY WHITMAN...

I DON'T THINK WHAT THAT HYPNOTIST IS DOING TO THAT POOR MAN IS FUNNY!

ME, NEITHER!

SAVE MY SEAT! I'M GONNA GET A DRINK--

QUIET, YA YOUNG CREEPS!

NOW BE A PERFORMER--

--JUGGLE THESE BALLS FOR THE AUDIENCE!

A BIT AWKWARD, EH--?

AS THEY FALL, THE GLITTERING SPHERES--

--EXPLODE--

BWAM BWAM

--CAUSING THE HYPNOTIZED MAN TO WAKEN ABRUPTLY!

W-WHERE AM I--?

YOU'VE JUST BECOME A *STAR*, MY FRIEND!

UNSEEN, A SPARK FROM THE FINAL BURSTING SPHERE LEAPS TO THE **CURTAIN**--

--UNSEEN BY EVERYONE EXCEPT *PETER PARKER!* FOR IN THE BALCONY...

THE CURTAIN'S *SMOLDERING!* OBVIOUSLY THE PRODUCER OF THIS SORRY EXCUSE FOR A SHOW IS TOO CHEAP TO HAVE IT *FIRE-PROOFED!*

IT'LL GO UP LIKE A *ROMAN CANDLE!*

--UNLESS I DO SOMETHING-- *PRONTO!* CAN'T CHANGE TO MY *SPIDEY SUIT*--

--NOT ENOUGH *TIME!* BUT WITH MY TRUSTY *WEB-SHOOTER* IN PLACE--

--MAYBE I WON'T *HAVE* TO! EVERYBODY'S WATCHING *MESMERO'S* ACT--

SWIP

--THEY WON'T SEE ME GO INTO MY *OWN!*

THEN--

FIRE!

AND, ON THE CEILING...

GOTTA HOPE I DO THIS *RIGHT*... BEFORE THE CROWD *PANICS*, AND SOMEBODY GETS *TRAMPLED!*

POSSIBLY **MESMERO** ALONE NOTICES THE THIN STRANDS OF CHEMICAL WEBBING FASTEN ONTO THE BLAZING VELVET--

2

--BUT NO ONE IN THE AUDITORIUM CAN FAIL TO SEE IT HAULED ABRUPTLY **UPWARD**--!

THE CURTAIN WILL BURN ITSELF OUT HARMLESSLY THERE, BUT THAT DOESN'T INTEREST ME!

ONLY **SPIDER-MAN** COULD'VE PULLED OFF THAT STUNT!

LADIES AND GENTLEMEN...I HAVE REASON TO BELIEVE **SPIDER-MAN** IS WITH US TONIGHT!

IF HE'D CARE TO MEET ME AFTER THE SHOW--

--I BELIEVE I HAVE A MUTUALLY **PROFITABLE** OFFER FOR HIM!

WONDER IF HE'S TALKING **MONEY**! I CAN SURE **USE** SOME--!

PETER! WHERE HAVE YOU **BEEN**?

GOT **SIDETRACKED**, DEB!

C'MON... LET'S BEAT THE MOB TO THE STREET!

FINE WITH **ME**! THE **PERFORMANCE** CERTAINLY ISN'T WORTH STAYING FOR!

EXIT

OUTSIDE...

I HEAR THERE'S A NEW INDIAN RESTAURANT ON FORTY-FOURTH--

AND I'D *DIG* BUYING YOU DINNER, BUT I HAVE A *BONE-BREAKER* OF AN EXAM EARLY IN THE MORNING!

MESMERO

TONI

PSSST... KID, WANNA BUY SOMETHIN' TERRIBLE?

ER--LET ME GIVE YOU FIFTY CENTS FOR *BUS FARE*, THOUGH.

SONY

READ EPIC

7 RIVERSIDE DRI

DON'T BOTHER!

I HAPPEN TO *KNOW* HE DOESN'T HAVE ANY EXAMINATIONS TOMORROW! I GUESS HE JUST GOT TIRED OF MY COMPANY!

THAT'S CERTAINLY NOT *UNUSUAL!*

MEANWHILE, IN AN ALLEY BEHIND THE THEATER...

I *HATED* TO SHOO DEBBIE AWAY! I'M BEGINNING TO HAVE A REAL *FEELING* FOR THE GIRL!

BUT MESMERO MENTIONED *PROFIT*--

--WHICH CATCHES MY ATTENTION IN A *BIG WAY!* AUNT MAY'S *DOCTOR BILLS* ARE TAKING EVERY CENT I CAN *EARN!*

I GOT THE TICKETS FOR TONIGHT'S DISASTER *FREE* FROM THE GLOBE!

HIYA, SHOWMAN!

AH, *SPIDER-MAN!* YOU HAVE *ARRIVED!*

EXCUSE MY COMING IN THE *SERVANT'S ENTRANCE!* I WAS AFRAID I'D GET HASSLED BY ADMIRING HORDES OUT FRONT!

YOU JOKE?

PROBABLY!

WHAT'S YOUR *PROPOSITION*, MEZZY?

I'D LIKE YOU TO SHARE THE *SPOTLIGHT* WITH ME!

LYRIC

MESMER

PERFORMS

I'LL PAY YOU *FOUR HUNDRED DOLLARS A WEEK* TO DO A FIFTEEN MINUTE SPECIALTY IN MY SHOW!

SOUNDS GOOD!

INCIDENTALLY, WILL YOU PLEASE STAND *NORMALLY*. I *DESPISE* GRAND-STANDERS!

A THOUSAND *PARDONS*, EFFENDI! OR AS MR. MARTIN WOULD SAY... EXCUUUUUSE *ME*!

ANYWAY, I'LL CONSIDER YOUR DEAL! HOW ABOUT WE MEET TOMORROW AT SIX?

I WILL BE EXPECTING YOU!

LATER...

SEEMS TO ME I HEARD THAT MESMERO HAD TROUBLE WITH THE *X-MEN* A FEW YEARS AGO!

BUT IF HE ISN'T ON ANY-ONE'S ACTIVE *BAD GUY* LIST, THERE'S NO REASON I SHOULDN'T *COOPERATE* WITH HIM!

HOT

GETCHA PAPERS!

I WON'T *BOTHER* THE OLD GUY!

NEWSPAPE

I'LL JUST DEPOSIT MY QUARTER--

--AND HELP MY-*SELF*!

DAILY GLOBE

SHEESH! THE GLOBE'S REVIEWER REALLY *PANNED* MESMERO!

DAILY GLOBE

SPIDER MAN

"A DISGRACE THAT SUCH GARBAGE SHOULD APPEAR IN A BROADWAY THEATER--!"

"--ESPECIALLY IN OUR PRESUMABLY ENLIGHTENED TIMES, MESMERO REPRESENTS THE WORST OF THE VAUDEVILLE TRADITION --A CHARLATAN AND A BLUNDERER!"

THIS SO-CALLED CRITIC IS A POSTURING *FOOL!* WORSE...HE'S TRYING TO ENHANCE *HIS* REPUTATION AT *MY EXPENSE!*

CHARLATAN AND BLUNDERER, AM I?!

HE'LL *PAY*... WITH HIS WORTHLESS *LIFE!*

EARLY THE FOLLOWING AFTERNOON, AT THE OFFICES OF THE *NEW YORK GLOBE*...

GLOBE

HEY, *WAIT!*

I COULD'VE *SWORN* THAT WAS *MESMERO!*

OH, WELL, I'D BETTER DELIVER THESE PICTURES TO *BUSHKIN* AND--

UHN... WATCH THE HECK WHERE YOU'RE *GOING*--

OH, *SORRY*, MISTER CLUM! I DIDN'T *RECOGNIZE*--!

HE'S WALKING RIGHT *PAST* ME... LIKE A *ZOMBIE!*

HI, PETE!

HI, KAY! WHAT'S WITH THE GLOBE'S CELEBRATED *DRAMA CRITIC?* HAS HE TAKEN UP *SLEEPWALKING?*

I DUNNO! HE MUTTERED SOMETHING ABOUT THE *BROOKLYN BRIDGE* AND *SPLIT!*

ALL OF A SUDDEN, I AM *BOTHERED!* SEEING CLUM LIKE THAT TRIGGERED A *MEMORY!*

YEAH...HE LOOKED *EXACTLY* LIKE THOSE GUYS ON STAGE THAT MESMERO *HYPNOTIZED!*

UH-- GOTTA GO NOW, KAY!

SHORTLY...

MESMERO PLUS A ZONKED-OUT CRITIC EQUALS--

--A JOLLY OL' WEB-SLINGER RACING TO THE BROOKLYN BRIDGE--

AT THAT MOMENT, AT THE OFFICES OF THE DAILY BUGLE--

OKAY, FOLKS, LET'S SEE WHAT WE'VE GOT!

DAILY BUGLE

WE NEED A FRONT-PAGE LEAD! MATT, YOUR DEPARTMENT HOT?

COLDER'N A MOTHER-IN-LAW'S KISS, ROBBIE!

I SUPPOSE YOU GENTLEMEN CALL THIS A NEWSPAPER?

JONAH! WE THOUGHT YOU WERE STILL IN THE HOSPITAL!

YOU THOUGHT WRONG, ROBERTSON! NO PUNK LIKE JONAS HARROW CAN KEEP J. JONAH JAMESON OUT OF THE ACTION!*

*THE MATTER WAS SETTLED LAST ISSUE. --JUDICIOUS AL.

NOW... TO BUSINESS! I FEARED THE WORST --AND I WAS RIGHT! IN MY ABSENCE, THE BUGLE HAS BECOME A NAMBY-PAMBY RAG--

--NOT FIT TO WRAP FISH IN... OLD FISH!

TO YOUR DESKS YOU BLITHERING INCOMPETENTS! I'M TAKING OVER!

HALLELUJAH! WE'RE BACK TO NORMAL!

REGRETFULLY WE MUST LEAVE THIS TOUCHING REUNION AND TRAVEL--

--EXACTLY THREE MILES DOWNTOWN, TO THE **BROOKLYN BRIDGE**--

HOOBOY! NOT A MOMENT TOO SOON!

N.G. FISH

THINK HE'S GONNA JUMP?

I HOPE SO! NOTHING **ELSE** EXCITING IS HAPPENING!

CHILI, THAT'S AN AWFUL THING TO SAY!

WHAT I WANNA KNOW IS--

--WHAT'S WITH THEM **CHAINS** AN' STUFF?

HE'S PACKAGED HIMSELF LIKE **HOUDINI** USED TO ...ONLY OSWALD CLUM IS A **CRITIC**, NOT AN **ESCAPE ARTIST!**

IF HE HITS THE RIVER, HE'LL SINK LIKE A **ROCK!**

HE'S **STRUGGLING** WITH HIMSELF... DOESN'T REALLY WANT TO **DO** IT!

SHOULDN'T BE ANY PROBLEM TO WEB HIM AND--

HOWEVER... FOR A MOMENT THAT SEEMS AN **ETERNITY**, SPIDER-MAN IS **PARALYZED**, REMEMBERING A **SIMILAR SITUATION**...

...WHEN HIS BELOVED **GWEN STACY** DIED-- HER NECK BROKEN FROM THE ABRUPT JERKING STOP WHEN A STRAND OF WEBBING HALTED HER FALL!

THE MEMORY **TORMENTS** HIM STILL.

THEN, HIS REVERIE IS BROKEN BY A GLIMPSE OF MOTION--

--A BODY HURTLING TOWARD THE HARD GREY WATER BELOW--

--AND WITH A MOVEMENT AS FLUID AS QUICKSILVER HE ARCS OUTWARD TO--

--A PERFECT CATCH!

NO CHARGE FOR THE RESCUE, BUNKY--

--JUST ANOTHER SERVICE OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!

W-WHERE AM I...?

YOU-- WITH THE MASK!

WHO ASKED YOU TO INTERFERE?

WE WOULD HAVE TALKED HIM DOWN!

TALKED--! LISTEN, HE'D ALREADY JUMPED--

AW, FORGET IT!

YOUNG FELLOW--

--COULD YOU HELP WITH THESE?

NO *PROBLEM*-- UNLESS I'LL GET ARRESTED FOR BREAKING CHAINS INSIDE THE CITY LIMITS!

I WON'T, WILL I, GUYS?

NO NEED FOR A SMART MOUTH!

THANK YOU. I SEEM TO HAVE FORGOTTEN MY *WALLET*--

--BUT PERHAPS YOU'LL ACCEPT A PAIR OF *TICKETS* AS A REWARD!

TO "A CHORUS LINE?" BROADWAY'S BIGGEST HIT? WILL I *ACCEPT* 'EM?

WELL ALLL *RIIII-GHT!*

AND AT PETER PARKER'S APARTMENT...

YOU HEARD ME, DEB! "A CHORUS LINE," WE COULD MEET AT TIMES SQUARE AT SEVEN!

IF-IF YOU'RE SURE...?

POSITIVE!

THEN I'D BE *DELIGHTED!*

BY THE WAY, HAVE YOU SEEN *MESMERO'S REVIEWS*? DREADFUL! JUST WHAT HE DESERVED!

THAT'S HIS WORRY! SEE YOU AT SEVEN!

"WORRY" DOESN'T *BEGIN* TO SAY IT, SPIDEY, FOR IN MESMERO'S DRESSING ROOM...

CRITICS-- *BAH!* A PACK OF PREENING PIGS PRETENDING TO BE *EXPERTS!*

IS THIS THE THANKS I GET FOR GOING *STRAIGHT*--TRYING TO MAKE AN *HONEST* LIVING?

AS A FINAL *INSULT*, SPIDER-MAN THWARTED MY REVENGE AGAINST *CLUM* AT THE BRIDGE!

BUT THE *LAST* LAUGH WILL BE *MINE!*

WITHIN A FEW HOURS, I'LL WATCH THEM *BURN*--

--SPIDER-MAN *AND* THE CRITICS!

ON THE GREAT WHITE WAY, IT'S *RUSH HOUR*, AND ABOVE THE GLITTERING BOULEVARD...

I SHOULD HAVE TIME TO CHECK OUT *MEZZY* AND STILL CATCH *DEBBIE!*

HMMM... THAT'S *GEORGE OHM* OF THE *BUGLE*-- THE TOUGHEST CRITIC IN *TOWN!*

WONDER WHY *HE'S* GOING IN THE STAGE DOOR!

MAYBE MESMERO CAN *TELL* ME!

GREETINGS! AH, YOU CAME!

DIDN'T I *PROMISE?*

AFTER THE DRUBBING YOU TOOK IN THE *PAPERS*, YOU'LL BE *CLOSING*, HUH?

I WON'T HOLD YOU TO YOUR OFFER!

ON THE *CONTRARY*, I'VE DECIDED TO *DOUBLE* YOUR SALARY! HERE'S A *DOWN-PAYMENT*-- EIGHT HUNDRED DOLLARS!

FUNNY-- MY SPIDER-SENSE JUST STARTED TO TINGLE-- WARNING ME OF DANGER! BUT I DON'T SEE--!

AAAGH!

MORON! HE DIDN'T REALIZE THE MONEY CLIP AROUND THE BILLS WAS CONNECTED TO AN *ELECTRIC GENERATOR!*

IT WAS PERFECTLY HARMLESS UNTIL HE GRASPED IT-- COMPLETING THE CIRCUIT!

HE TOOK ENOUGH VOLTAGE TO KEEP HIM OUT FOR AN *HOUR!*

WHEN HE AWAKENS, HE WILL FIND HIMSELF THE CENTER OF *ATTRACTION* -- AT HIS FIRST *PERFORMANCE...*

...AND HIS *LAST!*

SIX BLOCKS SOUTH, AT *FORTY-SECOND STREET...*

ORANGE

PETER'S *LATE!* WELL I'M *DARNED* IF I'LL *WAIT* FOR HIM!

PSSST... *MISSY!* WANNA BUY SOMETHIN' REAL *STINKY?*

LEAVE ME *ALONE!*

RCA

EVERYONE ELSE DOES.

SONY

THEY SAY THERE'S A BROKEN HEART FOR EVERY LIGHT ON BROADWAY...

...THERE IS ALSO DEADLY PERIL!

ACT III

AH, SPIDER-MAN IS WAKING!

I KNOW THOSE ROPES WON'T HOLD YOU--

--BUT BEFORE YOU DO ANYTHING RASH, MY FRIEND, CONSIDER--

--I'VE SOAKED THE ENTIRE FLOOR IN HIGH-TEST GASOLINE WHILE YOU WERE NAPPING!

GASOLINE CAUTION

KLANK

WHADDAYA EXPECT ME TO DO-- REPORT YOU FOR WASTING FUEL?

NO! I EXPECT YOU TO REALIZE THAT FOR ALL YOUR SPEED, YOU CANNOT REACH ME BEFORE I CAN SHOOT!

NOW... CATCH!

YOU RECOGNIZE THAT? ONE OF MY EXPLODING BALLS!

TERRIFIC! DO YOU HAND OUT JOY BUZZERS, TOO?

THAT'S RIGHT... BE HUMOROUS! MAKE YOUR JOKES WHILE I GIVE YOU MORE BALLS!

JUGGLE THEM, SPIDER-MAN! YOU SHOULD BE ABLE TO DO THAT--

--EVEN AS YOU TRY TO MAINTAIN YOUR BALANCE ON THAT SLIM POLE!

JUGGLE THREE... FOUR ... FIVE... SIX--AND BE CAREFUL NOT TO DROP ANY!

SHOULD ANY EXPLODE ON THIS GAS, THE THEATER WOULD BECOME AN INSTANT INFERNO!

YOU AND THESE MINCING, CHITTERING MAGPIES WILL BROIL WHILE I LAUGH INSIDE MY FLAMEPROOF SUIT!

SAVORING MY TRIUMPH!

WHEREID YOU GET YOUR DIALOGUE-- FROM AN OLD VINCENT PRICE FLICK?

GOT TO PLAY ALONG TILL I LEARN IF HE HAS ANY OTHER CUTE SURPRISES!

THIS IS GETTING TRICKY... THE POLE I'M PERCHED ON IS SWAYING LIKE THE MAIN EVENT AT A HULA DANCERS' CONVENTION!

WHY'D YOU GO TO SO MUCH TROUBLE, MEZZY?

FOR THE SAKE OF JUSTICE!

THESE INK-STAINED TWERPS STOLE THE GLORY THAT SHOULD HAVE BEEN MINE--AND YOU AIDED THEM!

YOU PREVENTED MY GETTING EVEN WITH THE WORST OF THEM!

SO I HYPNOTIZED THEM -- AND SUMMONED THEM!

WHY DIDN'T YOU PUT THE WHAMMY ON ME? WAIT-- LEMME GUESS... YOU WANTED AN AUDIENCE!

YOU ARE TWISTED, FRIEND!

YOURS IS NOT TO CRITICIZE! YOURS IS TO BE CRITICIZED!

AND YOU SHALL BE -- THE OLD-FASHIONED WAY!

THROW!

OKAY, ENOUGH IS *ENOUGH!* I'M NOT BIG ON *DIGNITY*, BUT BEING PELTED WITH EGGS AND ROTTEN FRUIT IS JUST *TOO MUCH!*

DON'T *BLINK*, MEZZY, OR YOU'LL MISS THE *FINALE!*

I'M REWRITING MY *ACT!* FOR *OPENERS*, I'LL TOSS THESE THINGS *HIGH*--

BHAM

BHAM

BHAM

BHAM

BHAM

--AND THEY'LL EXPLODE ON THE *CEILING*-- *HARMLESS*-LY!

NEXT, I'LL DEPRIVE YOU OF *THAT!*

HOW DO YOU LIKE ME SO *FAR?*

KILL HIM! *DESTROY* HIM!

I'LL APOLOGIZE FOR THE ROUGH TREATMENT WHEN YOU'RE IN YOUR RIGHT *MINDS*, PEOPLE!

AT THE MOMENT, I'M CHASING A *NUT!*

HE'S A *QUICK* SCREWBALL! STAGE IS *DARK*... AND I DIDN'T SEE WHERE HE *WENT!*

BUT MY EVER-RELIABLE *SPIDER* SENSE IS TELLING ME I'M IN--

--DANGER!

FWOMPF

YOU SHOULDN'T HAVE TRIED TO SANDBAG ME, MEZ! YOU SHOULDA BEEN QUIET AS AN ITTY MOUSE!

MAYBE I WOULDN'T HAVE SEEN YOU ON THAT CATWALK!

YOUR MOVE!

I WAS HOPING YOU'D TRY A PUNCH!

BAD GUY MISSES... GOOD GUY CONNECTS!

I LOVE TRADITIONAL ENDINGS!

WOK

HEY, AISLE-SITTERS -- YOU'VE COME TO!

BRAVO!

CLAP CLAP

BRAVO!

CURTAIN.

NEXT ISSUE: THE **UNLIKELIEST** MENACE SPIDEY HAS EVER FACED... AND POSSIBLY THE **DEADLIEST!** BE WITH US WHEN THE WEB-SLINGER MEETS **FUSION**, AND PREPARE YOUR SPINE FOR SOME HEAVY TINGLING!

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(DETAILS INSIDE)

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TM

the AMAZING SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

BACK OFF, SPIDER-MAN! YOU CAN'T BEAT--

--FUSION-- THE TWIN TERROR!

JR. JR. + Milgrom

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

*SPECIAL THANKS TO JIM SHOOTER AND MARK GRUENWALD FOR PLOTTING-- AND TO THE FANS AT MAPLECON II IN OTTAWA FOR CREATING.. FUSION!

"SLOW DOWN!" SOMEONE YELLS INTO THE TRAFFIC ON THE FIFTY-NINTH STREET BRIDGE. "YOU MOVE TOO FAST!"

THEN--

SMASH-UP! AND AT THIS TIME OF DAY, IT'LL STALL CARS ALL THE WAY ACROSS MANHATTAN.

I'M DUE AT THE *GLOBE* IN ABOUT TEN MINUTES, BUT I GUESS I CAN SPARE A FEW SECONDS FOR A LITTLE PUBLIC SERVICE.

BE GOOD FOR THE OL' IMAGE.

NICE AFTERNOON IN NEW YORK CITY... SUN SHINES AND BIRDS WOULD SING IF THERE WERE ANY... SPIDER-MAN IS FEELING GROOVY (AS GROOVY AS HE **EVER** FEELS, ANYWAY). HE'D BETTER ENJOY IT NOW, BECAUSE IN LESS THAN AN HOUR HE'LL MEET--

FUSION!

DENNY O'NEIL — WRITER
JOHN ROMITA, JR. — LAYOUTS
ALLEN MILGROM & BRETT BREEDING — FINISHED ART
JEAN SIMEK — LETTERER
BEN SEAN — COLORIST
ALLEN MILGROM — EDITOR
JAMES SHOOTER — EDITOR-IN-CHIEF

YEAH? WELL, *YOUR* MOTHER IS *WORSE*...

RELAX, PEOPLE. YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS HERE.

SO? WE SHOULD MAYBE DECLARE A *HOLIDAY?*

COOL IT, GUYS. NO NEED TO *FIGHT*--

I'LL HAVE THIS HUNK OF IRON OUT OF THE WAY BEFORE YOU CAN SAY, "SPIDEY IS A PRINCE!"

THEN I'LL GET THE *OTHER*--

DUMMY!

DON'T *TOUCH* IT!

THE COPS HAVEN'T MADE OUT THE ACCIDENT REPORT YET--

--AND NOTHING SHOULD BE MOVED TILL THEY *DO.*

WE'LL *NEVER* COLLECT THE INSURANCE *NOW.*

STUPID CREEP!

G'WAN... GET LOST!

WHEN WILL I *LEARN?!* I SHOULD LEAVE GOOD DEEDS TO THE *BOY SCOUTS.*

...PROBABLY A COMMIE...

MEANWHILE, ACROSS THE HUDSON IN A NEWARK SUBURB AT A PRIVATELY-OWNED RESEARCH CORPORATION...

EXPERIMENTAL PHYSICS LABORATORY

AT LAST! THE FULFILLMENT OF MY DREAM-- THE MOST SOPHISTICATED DEVICE OF ITS KIND IN THE WORLD--

--A SUB-ATOMIC PARTICLE ACCELERATOR CAPABLE OF CREATING *NEW ELEMENTS.*

NOW, I SHALL BE ABLE TO PLUMB THE DEEPEST SECRETS OF THE UNIVERSE.

I *SHOULD* WAIT UNTIL IT HAS BEEN *SAFETY-CHECKED--*

--BUT SURELY NOTHING CAN GO *WRONG.*

BETTER NOT MESS WITH HER, BROTHER--

--YOU CAN WAIT ANOTHER HOUR TO GET STARTED ON YOUR *NOBEL PRIZE.*

I FIND YOUR HUMOR DUBIOUS, PINKY.

EXIT

MAY I REMIND YOU THAT *I* AM THE TWIN WHO BECAME A *SCIENTIST--*

--AND *YOU* ARE THE FUSSER TWIN WHO WORKS AS A *JANITOR.*

YOU DON'T HARDLY LET ME *FORGET,* HUBERT.

IN THAT CASE, WHY DON'T YOU GO ON ABOUT YOUR DUTIES?

JUST BE CAREFUL, HUBE. DON'T GET HURT.

I DID NOT BECOME RESEARCH DIRECTOR OF THIS ORGANIZATION BY BEING *CARELESS*, LITTLE BROTHER.

REMEMBER, I DESIGNED EVERYTHING IN THE LABORATORY.

I CAN *ASSURE* YOU THAT THERE IS NO *POSSIBILITY* OF MISHAP.

THE HIDDEN MEANINGS OF *CREATION ITSELF* ARE READY TO BE REVEALED--

--AND *I* SHALL REVEAL THEM.

HE TOUCHES A SWITCH AND BRIEFLY, THE MACHINE HUMS AND GLOWS...

THEN...A *BURST* OF RAW *ENERGY* AS A HUNDRED TRILLIAN NAME LESS SPECKS OF MATTER ARE UNLEASHED...

SO *ABRUPT* IS THE MAELSTROM THAT HUBERT FUSSER DOES NOT EVEN HAVE TIME TO SCREAM...

A MOMENT LATER...

HUBE! *HUBE!*

THE LIGHT... *BLINDING*...

PAIN IS *HORRIBLE*... LIKE MY SKIN'S ON *FIRE*...

BUT I GOTTA GET HUBE *OUT*--

IT HAPPENS, THEN...THE BROTHERS *TOUCH!*

SLOWLY, THEIR FLESH SEEMS TO *MELT*... AND *MERGE*...

...AND BECOME *ONE*.

MEANWHILE, AT THE DAILY GLOBE...

I CAN IMAGINE WHAT THEY'RE SAYING--

HAS PARKER ARRIVED YET?

NO SIR, MISTER BUSHKIN.

MY NICE GUY ROUTINE AT THE BRIDGE GOT ME HASSLED -- AND MADE ME LATE FOR THE MOST IMPORTANT EDITORIAL MEETING OF THE YEAR.

WHEN THEY FINALLY GIVE PRIZES FOR DUMBNESS, I'LL BE A WINNER.

SHORTLY, BELOW...

THEY'RE ALL WAITING FOR YOU-- INCLUDING MISTER DOCKERY.

WHO'S HE?

YOU'LL FIND OUT.

WELL, WELL. LOOK WHO'S FINALLY SHOWN--

APRIL, BEFORE YOU GET ON MY CASE... I'M SORRY. IF YOU'VE GOT SACKCLOTH AND ASHES--

-- I'LL WEAR 'EM.

YOUR HUMOR IS AS POOR AS YOUR TIMING.

DO YOURSELF A FAVOR, PARKER! SIT DOWN AND SHUT UP!

LADIES AND GENTLEMEN, I'D LIKE TO TO INTRODUCE THE GLOBE'S NEW CIRCULATION MANAGER-- DIRECT FROM THE LOS ANGELES COURIER--

--MISTER RUPERT DOCKERY.

GOOD AFTERNOON.

I'LL GET STRAIGHT TO THE POINT. I BELIEVE THE GLOBE HAS BEEN OVERLY CONCERNED WITH PRINTING FACTS.

ISN'T THAT WHAT A NEWSPAPER'S FOR?

MISTER DOCKERY, I'D LIKE YOU TO MEET ONE OF OUR CHIEF SHUTTERBUGS, PETE PARKER.

A *PLEASURE*, M'LAD.

HELLO.

BARNEY SAID *ONE* OF THE CHIEF PHOTOGRAPHERS. I I WAS THE *ONLY* HEAD PICTURE-TAKER.

WHO'S THE *OTHER?*

PETER'S UNVOICED QUESTION IS ANSWERED A FEW MINUTES LATER...

YOU'VE BEEN *OVERWORKED*, PETEY. SO I'VE DECIDED TO GIVE YOU A *BACK-UP*... SOMEONE TO SHARE THE LOAD.

THANKS... I THINK.

YOU'LL *LOVE* THIS GUY.

PETE, SAY HI TO *LANCE BANNON.*

YOU FELLAS HAVE A *HECK* OF A LOT IN COMMON.

CITY ROOM

THAT REMAINS TO BE SEEN.

I'M SURE YOU WON'T MIND *SHARING* OFFICE SPACE.

I'M NOT PICKY.

UH... SURE. TERRIFIC.

SOON--

DOCKERY'S *SMARMY*... BANNON'S *SNOTTY*... AND HE'S RUINING MY *PRI-VACY* TO BOOT.

CHANGING TO MY COSTUME'S GONNA BE A *PROBLEM.*

I'M BEGINNING TO FEEL REAL *SORRY* FOR MYSELF.

FOR *THAT*, AUNT MAY IS THE BEST *POSSIBLE* CURE.

"I PROMISED TO MEET HER AT THE HOSPITAL WHERE SHE'S VISITING ANNA WATSON."

SO HOW'S ANNA *DOING*, AUNT MAY?

OH, SHE'S *FINE*, PETER.

SHE'S JUST HAD A SPOT OF *GALL BLADDER* TROUBLE! AT OUR AGE, SUCH THINGS DO TEND TO WEAR OUT.

HEY...CAN THE *AGE* ROUTINE, OKAY? YOU'VE GOT MORE PEP THAN A PACK OF CHEER-LEADERS AND YOU *KNOW* IT.

YOU'RE SWEET.

AND...

HELLO, ANNA, DEAR!

MAY... PETER! WHAT A *LOVELY* SURPRISE.

IT'S A SHAME YOU WEREN'T A MINUTE *EARLIER*. MY NIECE MARY JANE JUST LEFT.

MY HEART'S NOT BROKEN I CAN LIVE *WITHOUT* SEEING THE LADY WHO DUMPED ME...

HUH--? MY *SPIDER SENSE*-- JANGLING LIKE TESTING TIME IN A *FIRE ALARM FACTORY.*

ER--EXCUSE ME A MINUTE LADIES...

IT DOESN'T EXACTLY TAKE A GENIUS TO TELL WHERE THE *TROUBLE* IS.

EITHER THE WHOLE STAFF HAS SUDDENLY TAKEN UP *JOGGING*-- OR THE DANGER'S THIS WAY!

FEELS *CORNY* TO CHANGE MY CLOTHES IN A *BROOM CLOSET*--

BUT IT KINDA COMES WITH THE SUPER-HERO TERRITORY!

BESIDES, IF I RAN LIKE THIS IN IN MY *STREET* THREADS, PEOPLE WOULD *STARE!*

WHATEVER'S CAUSING THE PANIC IS--

--*RIGHT THERE!*

GLOWING... *PULSING--!* IF THAT'S *HUMAN,* I'M A *MARTIAN!*

THAT NURSE HAS *FAINTED--*

--AND CHANCES ARE THAT *THING* IS NOT ABOUT TO ASK HER TO TAKE ITS *TEMPERATURE!*

I'LL WEB HER TO *SAFETY* AND TRY TO OPEN A *MEANINGFUL DIALOGUE.*

HI! I'LL INTRODUCE *MYSELF* IF YOU'LL INTRODUCE *YOURSELF!* OR WE COULD DISCUSS THE *PENNANT* RACE!

HEY! IT DOVE OUT THE *WINDOW--* AND WE'RE SIX FLOORS *UP!*

I DON'T WANNA *LOOK*. IT'S PROBABLY A GLOWING *SMEAR* ON THE *SIDEWALK*--

NO!

THE FALL HAD NO EFFECT AT *ALL*-- IN FACT IT LOOKS *BIGGER*... *STRONGER*!

I MAY BE JUMPING TO *CONCLUSIONS*--

--BUT I HAVE A FEELING THAT WALKING HEAP OF SILLY PUTTY SHOULDN'T ROAM AROUND *LOOSE*.

MIGHT SCARE THE *TOURISTS!*

MAY... WHAT'S GOING *ON?*

THAT SPIDER-MAN PERSON IS CHASING A *MONSTER* OR SOMETHING.

YOU KNOW, ANNA, HE'S NOT AS BAD AS THE PAPERS *SAY*-- SPIDER-MAN, I MEAN, NOT THE MONSTER...

WHY, HE SAVED MY *LIFE* ONCE!

OKAY, PAL. I'LL ASK YOU *AGAIN*-- WHO THE HECK *ARE* YOU?

I... WE... ARE *FUSION!*

SUDDENLY--

KOOM!

I BARELY *TOUCHED* IT AND I'M REBOUNDING LIKE A *HAND-BALL*--

--AT GREAT COST TO MY *DIGNITY!*

THE COMIC BOOK GUY WITH THE *CAPE* NEVER HAS THESE PROBLEMS.

WOBBLING, ERRATICALLY, THE CREATURE LURCHES THROUGH TRAFFIC. AT HIS TOUCH, ENGINES DIE, LIGHTS WINK OUT...

...VEHICLES ARE STILLED WHILE DRIVERS GAPE...

FINALLY, IT PAUSES AND TREMBLES, AS THOUGH STRUGGLING TO REACH A DECISION AND IT SPEAKS IN ONE VOICE--

HOME. MUST GO HOME.

--AND THEN, ANOTHER...

NO.

CHEESE A'MIGHTY. IF THAT'S WHAT'S RIDIN' THE SUBWAYS, I'M GONNA **WALK.**

I'M GONNA **HIDE.**

I SAY HOME.

YOU DO NOT UNDERSTAND. WE HAVE A GREAT OPPORTUNITY.

I DON'T **WANNA** UNDERSTAND.

I WANNA--

--GET **FREE**--

--OF YOU--

--BROTHER!

CAN YOU COMPREHEND WHAT **HAPPENED**, PINKY? WE **FUSED** INTO A SINGLE BEING.

THAT'S CARRYIN' BROTHERHOOD TOO DANG FAR.

MORE...WE WERE **ABSORBING ENERGY** FROM WHATEVER WE MADE CONTACT WITH...FROM THE **FALL**-- THE **CARS**--

YEAH, WELL--

--YOU'LL HAVE TO ABSORB ENERGY WITHOUT ME! I'M CUTTIN' OUT.

NO! WE HAVE BE-COME THE GREATEST PHENOMENON IN THE HIS-TORY OF SCIENCE!

THAT'S *YOUR* DEPARTMENT. MINE'S SWEEPIN' FLO--

OOOH!

SUDDENLY, PINKY HALTS AND TOPPLES--

--WHILE, AT THE SAME INSTANT, *HUBERT* COLLAPSES, GASPING--

--AND DROPS TO THE SUBWAY TRACKS.

HUBE... YOU GOTTA GET *OFF'A* THERE!

A MUTED RUMBLE--

--WHICH BECOMES A ROAR AS A TRAIN HURTLES TOWARD THE STRICKEN SCIENTIST...

P-PINKY...

I'M COMIN'.

H-HELP!

A SECOND PASSES... TWO **THREE**, AS PINKY STRUGGLES TOWARD HIS BROTHER-- AND DEATH HURTLES TOWARD THEM...

THEN, A BURST OF UN-EARTHLY LIGHT AND A CRY OF TRIUMPH--

WE'RE FUSING--

--WE'RE WHOLE. WE ABSORBED THE MOMENTUM AND IMPACT OF THE TRAIN INTO OUR BODY.

IT HAS MADE US *STRONGER.*

WE CAN SUCK A MILLION VOLTS FROM THE POWER RAIL AND BECOME MIGHTIER YET!

IT AIN'T RIGHT, HUBE.

DARKNESS FOLLOWS--AS FUSION TAKES THE SUB-WAY SYSTEM'S ELECTRICITY INTO HIMSELF--DARKNESS, AND A GLEEFUL MURMUR...

THERE MAY BE NO LIMIT TO THE ENERGY WE CAN MAKE A PART OF US. WE MUST TEST OUR POTENTIAL!

MEANWHILE, AT THE HOSPITAL...

THERE ARE A MILLION PLACES TO HIDE IN THE AVERAGE NEW YORK CITY BLOCK... AND MY PLAYMATE'S FOUND ONE OF 'EM!

I CAN EITHER STAND HERE RUBBING MY BRUISES:--

--OR CHECK BACK WITH MRS. WATSON AND AUNT MAY.

CHANGING CLOTHES AS HE MOVES, PETER RETURNS TO ANNA WATSON'S ROOM.

HI. SORRY I CUT OUT. I...UH...MET A NURSE I KNOW.

MY PETER'S GETTING INTERESTED IN GIRLS, ANNA.

YOU MISSED ALL THE EXCITEMENT PETER.

TIME FOR MY NAP.

I'LL CALL YOU TO-MORROW.

TAKE CARE, MRS. WATSON.

AFTER PETER HAS RETURNED HIS AUNT TO HER NURSING HOME.

NO SIGN OF THAT LITTLE GLOW-GUY!

SOMETIMES I WISH I WERE A DECTIVIVE-TYPE GOOD GUY. THEN I COULD SLEUTH DOWN THE GEEKS WHO HASSLE ME.

ME-- I HAVE TO DEPEND ON LUCK, MY SPIDER-SENSE--AND A LOTTA ENERGY.

THOSE *COPS* ARE IN A HURRY! MAYBE THEY'RE LOOKING FOR THE SAME THING *I* AM--

POLICE

050

RRRRR

--AND MAYBE THEY HAVE SOME USEFUL *INFORMATION!*

RRRRR

YOU *HEAR* SOMETHING, REED?

YEAH. THE *SIREN.*

PARDON ME, FELLAS... YOU WOULDN'T HAPPEN TO BE AFTER A GLOWING GOB OF *NASTINESS,* WOULD YOU?

YOU!

TAP TAP

I'M NOT GOING TO LOOK.

WE'RE HEADING FOR THE UPPER WEST SIDE. THE ENTIRE *AREA'S* BLACKED OUT.

THANKS.

I'M JUST GOING TO DRIVE.

BLACKOUT, HUH? IT *COULD* BE COINCIDENCE -- AND PIGS COULD DO ALGEBRA, TOO.

NEXT STOP, THE UPPER WEST SIDE.

BUT, AT THE GEORGE WASHINGTON BRIDGE...

SHEESH! *THIS* TRAFFIC JAM MAKES THE ONE I SAW THIS *MORNING* LOOK LIKE THE INDIANAPOLIS 500!

NOT ONLY ARE THE CARS NOT *MOVING*--

--THEIR *ENGINES* AREN'T EVEN RUNNING... AND THEIR *LIGHTS* ARE OUT!

IT'S LIKE IN THE *HOSPITAL*... I'M FOLLOWING A TRAIL *BACKWARD*... WITH A PRETTY GOOD IDEA OF WHAT IT'S *LEADING* TO!

AND THERE IT IS-- THE WALKING *POWER SHORTAGE!*

YOU CALLED YOURSELF *FUSION* BEFORE. I ASSUME THAT'S YOUR *NAME.*

IT WILL SERVE.

SWELL. 'CAUSE I HATE TO WEB SOMEBODY BEFORE WE'VE BEEN PROPERLY *INTRODUCED.*

IT'S NOT *POLITE.*

FOOL--

I ABSORB THE ENERGY OF THE CHEMICAL REACTION IN YOUR *WEB FLUID* AS EASILY AS I ABSORB *ELECTRICITY!*

THUS, I RENDER IT *USELESS.*

HEY, YOU WON'T CATCH *ME* ARGUING WITH SUCCESS.

STEP *ASIDE.*

WE HAVE ASSIMILATED *MILLIONS OF UNITS OF* ENERGY... AND WE ARE HUNGRY FOR *MORE.*

NOT *WE,* HUBE-- *YOU.*

'FRAID *NOT.* I HAVE AN IDEA WHERE YOU'RE *HEADING*... AND I'M NOT *ABOUT* TO LET YOU *GET* THERE.

HUBE... *DON'T.*

I NEED RELEASE BUT A TINY *PORTION* OF THE ENERGY STORED WITHIN US.

YEEEOOOOW!

SHOULDA KNOWN BETTER! I'M BEGINNING TO FEEL LIKE BILLY JEAN KING'S FAVORITE *PRACTICE* BALL.

IF YOU'RE GONNA *PERSIST* IN TOSSING ME AROUND, YOU CAN AT LEAST ANSWER A QUESTION--

ARE YOU HEADED FOR THE *INDIAN POINT* NUCLEAR POWER PLANT.

YES. ONCE WE HAVE ABSORBED THE ENTIRE OUTPUT OF THE *REACTOR*--

--YOU'LL BE BE YOUR OWN CHRISTMAS TREE.

BUT I CAN'T LET YOU *DO* IT.

PUNCHES DIDN'T STOP YOU...AND NEITHER DID THE *WEB TREATMENT!* SO I'LL TRY THE OLD *SQUEEZE* PLAY!

THIS IS GETTING OLD *REAL* FAST.

HUBE... I'M *BEGGIN'* YOU, MAN.

QUIET, PINKY.

GO AHEAD *LAUGH!* BUT I'M *WARNING* YOU-- I MAY DO *GRAVE BODILY HARM* TO THE FIRST YO-YO WHO *SAYS* ANYTHING!

FUSION IS ALMOST TO THE FAR END OF THE BRIDGE. I GOTTA NAIL HIM *NOW!*

IF HE GETS TO THAT REACTOR... ABSORBS ITS POWER... NO TELLING *WHAT* HE'LL BE CAPABLE OF!

HE'S STILL *MUTTERING* TO HIMSELF.

IF WE DIE, PINKY, WE DIE *SPLENDIDLY*-- FOR THE CAUSE OF *SCIENCE.*

YOU AIN'T INTERESTED IN SCIENCE. YOU'RE INTERESTED IN *YOU.*

CAN'T *PUNCH* HIM... OR *WEB* HIM! IN FACT, I CAN'T MAKE *CONTACT* WITH HIM--!

THIS *CABLE* MIGHT BE A SOLUTION! MY OLD *SCOUTMASTER* WOULD BE *PROUD* OF ME--TYING A SLIP KNOT IN AN INCH OF *STEEL*--

--AND FASHIONING A *LASSO* THE *TWO-GUN KID* WOULD ENVY.

HEY, *FUSION*...

--*SURPRISE!*

YOU CAN'T *SHOCK* YOURSELF LOOSE! I'M NOT *GROUNDED* AND THE ELECTRICAL CHARGE WON'T--

I REQUIRE NO INSTRUCTION IN BASIC PHYSICS FROM *YOU!*

IN THAT CASE,,,UP, *UP*--

--AND *AWA-A-A-YYY!*

I'M BETTING THE DROP TO THE RIVER WILL *STUN* HIM... WITHOUT INJURING HIM TOO *BADLY!*

HOWEVER, SPIDER-MAN NEED NOT HAVE *WORRIED*, FOR...

OBSERVE, PINKY! BY STAMPING HARD ON THE WATER'S SURFACE, WE CREATE A *REACTION* WHICH KEEPS US FROM SINKING!

YET *ANOTHER* VALIDATION OF MY *THEORIES.*

NAW... 'NOTHER VALIDATION OF YOUR *CRAZINESS!*

AS FUSION REACHES THE JERSEY SHORE--

YOU *ARE* A TOUGH LITTLE DICKENS TO STOP-- OR SHOULD I SAY *"DICKENSES?"*

I HAVE A FEELING YOU'RE *TWO PERSONALITIES* WRAPPED UP IN THE SAME NUTTY PACKAGE.

HOW *ASTUTE.*

YOU *ADMIT* IT?

WHY *NOT?* IT MAKES ME-- *US*-- ALL THE MORE *REMARKABLE*-- DOES IT NOT?

NOW *REMOVE YOURSELF!* I AM *THROUGH* BEING *GENTLE* WITH YOU!

I'D *LOVE* TO SPLIT AND LEAVE YOU TO YOUR FUN! BUT I CAN'T LET YOU PLAY GAMES WITH THAT *REACTOR!*

IT'S TOO *DANGEROUS!*

THE HALF OF YOU THAT CAN LISTEN TO REASON MUST *REALIZE* THAT!

PLEASE...

...DON'T GO TO THE REACTOR!

CAN'T STOP HIM, MISTER.

--BUT I CAN... CAN SEPARATE US--

PINKY... ...NO--

...GIT US APART LONG ENOUGH... FOR YOU TO...KNOCK US OUT...

FOOL! YOU WOULD DENY US A CHANCE FOR GREATNESS?!

HELP ME, SPIDER-MAN! IF WE'RE IN TWO PIECES... WE'LL LOSE POWER... YOU CAN'T TOUCH US--WITHOUT BEING REPELLED!

OKAY, I'LL TRY!

THIS IS-- MADNESS--

YEAH... SURE IS!

THE NIGHT-MARE KIND OF MADNESS!

CAN'T THINK ABOUT WHAT I'M DOING--

-- JUST GOTTA DO IT!

THE SEPARA-TION IS NEARLY COM-PLETE!

BUT I MAY HAVE ONLY AN INSTANT TO STRIKE BEFORE THEY FUSE AGAIN!

I CAN'T TELL THE GOOD HALF FROM THE BAD--

KA-WUP

--SO WHOEVER DOESN'T DESERVE THIS... I'M SORRY.

THEY'RE TWO HARMLESS-LOOKING MIDGETS!

I'D BETTER GET THEM TO A DOCTOR-- THOUGH I DOUBT THAT AN ORDINARY MD WILL BE ABLE TO TREAT WHATEVER AILS THEM.

MAYBE THEN I CAN FIGURE WHAT ALL THIS MEANS!

BUT I WOULDN'T BET ON IT!

FWG

NEXT ISSUE:

THE HUNTER'S NAME IS...

KRAVEN

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the AMAZING SPIDER-MAN®

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While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

TO SALVAGE MY HONOR!

DENNY O'NEIL * STORY	ALAN WEISS * PENCILS	JANSON, McLEOD, RUBINSTEIN, WIACEK & MILGROM INKS	MARK ROGAN * LETTERING	BOB SHAREN * COLORING	ALLEN MILGROM * EDITOR	JIM SHOOTER * EDITOR-IN-CHIEF

A RETREAT SOMEWHERE IN THE CARIBBEAN...

YOUR EYE HAS LOST NONE OF IT'S *SHARPNESS*, MY KRAVEN--NOR YOUR ARM IT'S *STRENGTH!*

I ALMOST REGRET THE *WASTE!*

WASTE? THERE IS NOTHING WASTEFUL IN THE PROWESS OF *KRAVEN THE HUNTER!*

BUT THERE *IS!*

HER NAME IS CALYPSO--AND SHE BEARS WATCHING...

LF190

YOU MIGHT CONSIDER *EXPLAINING* YOURSELF, CALYPSO!

WHEN I FIRST CAME TO *CARE* FOR YOU, YOU DID NOT WASTE YOUR TALENTS ON MERE *MANNEQUINS!*

YOU HUNTED THE *REAL* SPIDER-MAN!

OF COURSE I REALIZE YOU ARE NO LONGER SO *YOUNG*--

MY YEARS ARE OF NO *MATTER!*

I ABANDONED THE PURSUIT OF MY OLD ENEMY FOR ANOTHER, *DEEPER* REASON--!

I BECAME SO OBSESSED WITH DEFEATING HIM, THAT I WAS WILLING TO USE ANY METHOD!

I LIED... I CHEATED--I BEHAVED LIKE A *JACKAL!*

MY HATE FOR HIM COST ME MY *HONOR* ...MY *SOUL*

HOW *DREADFUL* FOR YOU!

AND NOW YOU HAVE *REGAINED* YOUR SOUL?

ALMOST, DEAR WOMAN!

THE MEMORY OF YOUR LAST *HUMILIATION* AT HIS HANDS-- THIS DOES NOT *RANKLE?*

YES...BUT WHAT RANKLES *MORE* IS THE KNOWLEDGE THAT I USED AN *INNOCENT TIGRA*--IN MY WAR WITH THE ARACHNID--

--AND *STILL* HE DEFEATED ME!

BUT WE MUST NOT DWELL ON OLD PAINS...*

*SEE MARVEL TEAM-UP #67 - AL.

WE HAVE A SHIPMENT OF ANIMALS TO DELIVER! WE MUST PREPARE FOR THE JOURNEY TO NEW YORK!

YES! PERHAPS THINGS WILL BE *BETTER* FOR YOU THERE!

*AT THAT MOMENT, **PETER PARKER** AND **DEBRA WHITMAN** ARE ENJOYING THE SUMMER SIGHTS OF MANHATTAN'S COLORFUL **SOHO** DISTRICT!*

ENJOYING? WELL...

LIGHTEN UP, DEB--

--YOU LOOK LIKE YOU LOST BOTH YOUR CASH *AND* YOUR AMERICAN EXPRESS CARD!

SORRY, PETER!

I GUESS I'M IN KIND OF A LOST MOOD! I'M WORRIED ABOUT MY UNCLE!

I'M LISTENING, LADY!

HE OWNS A SMALL SHIPPING LINE DOWN ON THE DOCKS--

--AND HE'S BEEN *THREATENED* BY THUGS! HE'S *OLD*, PETER...AND NOT VERY STRONG!

I... I WAS WONDERING IF *YOU* COULD DO ANYTHING? I MEAN, WITH YOUR NEWSPAPER CONTACTS AND ALL--

NO CHANCE, DEB! SORRY!

BETWEEN SHOOTING PIX FOR THE *GLOBE* AND *STUDYING* AND *TEACHING*... I JUST DON'T HAVE THE *TIME!*

I UNDERSTAND! I WONT BOTHER YOU WITH IT AGAIN!

WAIT, DEB! I-I DIDN'T MEAN--

NUTS! SHE WITHERED LIKE THE PROVERBIAL PETUNIA IN THE ONION PATCH!

SO IT WON'T KILL YOUR SOFT-HEARTED SPIDER-MAN TO CHECK OUT HER UNCLE'S ACTION--

IT'LL JUST PLAY HECK WITH PETER PARKER'S *SCHEDULE!*

--IF I DIDN'T *KNOW* BETTER, I'D SAY THAT *FREIGHTER* WAS *NOAH'S ARK!*

THOSE BEASTIES MUST BE HEADED FOR THE NEW *STATEN ISLAND ZOO!*

MAYBE I SHOULD STICK AROUND AND MAKE SURE EVERYTHING GOES OKAY...

NO, BLAST IT! I AM NOT THE WORLD'S *KEEPER!*

I'LL JUST KEEP WEBBING MY WAY DOWN THE DOCKS--

--SEE IF I CAN GET A LINE ON DEB'S UNCLE--

--THEN GET BACK TO MY *OWN* LIFE!

I GUESS I DON'T REALLY *NEED* TO SLEEP!

LOOK AT *THAT*--

*HOWEVER, RESTLESS EYES HAVE **SEEN** THE WEB-SLINGER--FOR A DISGUISED **KRAVEN** IS ON THE PIER BELOW. HIS HEART BEATS **FASTER**--*

*--AS DOES **CALYPSO'S!***

GAZING AT THE RED-AND-BLUE FIGURE, KRAVEN MURMURS, "COULD HE POSSIBLY KNOW WE'VE ENTERED THE COUNTRY? COULD HE BE ON HIS WAY TO NOTIFY THE AUTHORITIES?"

NO, THAT WOULD NOT BE HIS STYLE, CALYPSO--

calypso?

BUT THE WOMAN DOES NOT HEAR, FOR SHE IS ELSEWHERE, OPENING A LOCK ON A CERTAIN CAGE...

BY FREEING THE *ANIMALS*--

--I CAN *FORCE* KRAVEN TO RETURN TO HIS NATURAL *GREATNESS!* I CAN GIVE HIM BACK *HIMSELF!*

WITHIN A *MINUTE*--

THE ANIMALS ARE OUT OF THEIR CAGES... *STAMPEDING!*

RUN!!

NEARBY, THE CRY IS HEARD--

THE BEASTS ARE MY RESPONSIBILITY! I MUST HELP...AND MY DISGUISE WOULD ONLY *IMPEDE* ME!

BUT IF YOU ARE *SEEN*, YOU WILL BE *ARRESTED!*

IT IS A RISK I MUST *TAKE!*

GIT 'IM OFF ME... PLEASE...

I AM NO MATCH FOR A GORILLA'S SHEER *STRENGTH*--

--BUT I KNOW OF A *NERVE* IN HIS SKULL!

I APPLY THE CORRECT *PRESSURE*--

--AND HE WILL SLEEP UNTIL HE CAN BE RECAGED!

I ALWAYS HEARD KRAVEN WAS A *BAD GUY!*

WAIT'LL I TELL THE WIFE.

A BLOCK AWAY...

THERE'S AN UNHOLY *RUCKUS* COMING FROM BACK UP THE PIER! I *SHOULDN'T* PAY ANY *ATTENTION*--

--BUT BEING THE SOFT-HEADED WEBBER THAT *I AM*--

--I *WILL!*

SHEESH! SOMEBODY'S *CANARY* TOOK *GROWTH HORMONES!*

I CAN'T LOSE *SIGHT* OF IT...AND I'VE GOT TO CATCH IT BEFORE IT CLEARS THE *SKYLINE*--

--OR SOMEBODY COULD GET HURT...*BAD!*

SOMEBODY COULD INDEED--

WILL YOU *HURRY* WITH THE PHOTO? I'M FREEZING MY...

THE WORLD OF FASHION APPRECIATES YOUR *SACRIFICE,* SWEETS!

BE CAREFUL! THAT'S YER BASIC *VICIOUS EAGLE*--

--HE'LL RIP YER *GUTS* OUT!

SUDDENLY--

GET THIS BIRD OUTTA THERE! HE'S RUINING THE SHOT--

THIS ISN'T FUNNY! I'M LOSING MY...

...BALANCE!

IF YOU'RE JUST LOSING IT, LADY--

--I'D HATE TO SEE YOU WHEN IT'S LOST!

OKAY, THE JOKE'S LAME--

--BUT IT'S KINDA TOUGH TO DO SNAPPY PATTER WHEN YOU'RE SNARING A WILD EAGLE AND A PRETTY GIRL AT THE SAME TIME!

AT LEAST I DIDN'T ASK IF YOU'RE FALLING FOR ME!

T-THANKS!

FOR THE RESCUE-- OR FOR SPARING YOU MORE HUMOR?

NEVER MIND! EITHER WAY--

--IT'S ALL PART OF THE FRIENDLY, NEIGH-BORHOOD SPIDER-SERVICE!

THWIP

ELSEWHERE, THE MAN KNOWN AS KRAVEN DEMONSTRATES HIS OWN UNIQUE GREATNESS...

... MOVING SWIFTLY, SILENTLY AND, ABOVE ALL, **CALMLY!**

NO JUNGLE CAT WAS EVER MORE **CERTAIN** OF IT'S INTENT--

--AND WITHIN MINUTES HIS TASK IS **FINISHED!**

THEN--

HERE IS THE LAST OF THEM!

YEAH! JUST SLING IT IN THE HOLD WITH THE **REST**--

NO! I MIGHT CONSIDER SLINGING **YOU,** MY FRIEND--

BUT THE ANIMALS **I RESPECT!**

I SUGGEST YOU DO **LIKEWISE!**

BETTER LISTEN TO WHAT HE **SAYS,** MISTER!

I PRESUME **THIS** FEATHERY SPECIMEN BELONGS WITH YOUR MINI-ZOO!

I WOULD HAVE FIGURED THAT KRAVEN WAS *RE-SPONSIBLE* FOR WHAT HAPPENED!

BUT I SAW HIM *HELPING!*

ANYWAY, IT'S NONE OF MY *BUSINESS!* HE ISN'T DOING ANTHING TO *ME--*

NOT YET HE ISN'T...

I TELL YOU, I *SAW* THE SPIDER-MAN OPEN THOSE CAGES!

I FIND THAT DIFFICULT TO *BELIEVE!*

HE IS NOT AN IGNOMINIOUS FOE!

LISTEN, YOU THINK I'M *LYING* TO YOU?

I KNOW WHY YOU DON'T WANT TO *BELIEVE* ME--

--YOU'RE *AFRAID!*

THE MIGHTY KRAVEN THE HUNTER IS--

--A *COWARD!*

WHAP!

YOU... *DARE?!*

I COULD *CRUSH* YOU, WOMAN--!

YES YOU COULD!

BUT COULD YOU CRUSH *HIM*... *SPIDER-MAN?*

I--I COULD IF I **WISHED!**

SO YOU **SAY,** BUT YOU WILL NEVER BE **SURE** ...UNLESS YOU TRY!

UNTIL YOU MEET SPIDER-MAN ON THE FIELD OF HONOR, YOU WILL NOT KNOW IF YOU ARE TRULY **KRAVEN** THE HUNTER--OR ONLY A PALE SHADOW OF KRAVEN!

YES...**YES!** YOU ARE RIGHT!

YOU WILL **THANK** ME-- WHEN YOU STAND **TRIUMPHANT!**

MEANWHILE, AT THE ***DAILY GLOBE...***

PARKER'S **LATE!**

907

THIS YOUNGER GENERATION... NO SENSE OF **RESPONSIBILITY!**

PETE'S A **FINE** PHOTOGRAPHER, MISTER DOCKERY--

--BUT HE DOES HAVE A PROBLEM WITH PROMPTNESS!

OH, BOY! MY LITTLE SIDE TRIP TO THE **PIERS** IS GONNA COST ME SOME **HASSLE!**

ALL I CAN DO IS **SMILE** AND SAY--

HI, EVERYBODY!

DON'T "HI" US! YOU WERE SUPPOSED TO BE HERE **TEN MINUTES AGO!**

SHALL WE **BEGIN,** GENTLEMEN?

I UNDERSTAND YOU'RE A STUDENT AT E.S.U. YOUNG CHAP.

WHAT I'D LIKE YOU TO DO FOR THE GLOBE IS, AH...GET PICTURES OF ***HANKY PANKY*** BETWEEN PROFESSORS AND FEMALE STUDENTS.

BUT THERE ***IS*** NONE.

THAT'S NOT THE RIGHT ***SPIRIT*** LADDIE, I'M SURE YOU CAN... AH ***FIND*** SOME.

OR ***FABRICATE*** SOME?

AH, YOU ***OO*** UNDERSTAND!

SHEESH! WHAT A ***SLEAZE!***

*THREE THOUSAND MILES TO THE **WEST**, SOMEONE IS **AGREEING** WITH PETER...*

SO RUPERT DOCKERY'S BEEN HIRED BY THE ***GLOBE*** TO TRY TO BOOST CIRCULATION.

TOO BAD CAPTAIN WALSH AND I COULDN'T HAVE PUT HIM WHERE HE BELONGS-- IN A DEEP DARK ***HOLE!****

WE JUST DIDN'T HAVE ENOUGH ***EVIDENCE.***

1966

HE'S IN SPIDER-MAN'S TERRITORY NOW. I ONLY HOPE THE WEB-SLINGER HAS MORE LUCK THAN ***I*** DID WITH HIM.

IN **SPIDER-WOMAN #31. —ARCHIVAL AL.*

*IN CASE YOU'RE WONDERING, THE FOREGOING VIGNETTE FEATURED **SPIDER-WOMAN**, WHO APPEARS MONTHLY IN HER OWN MAGAZINE...*

WHILE YOU WERE READING THE FOREGOING SHAMELESS PLUG, PETER PARKER HAS MADE A DECISION...

ARE YOU STILL **HERE** LADDIE?

PARKER'S BEING **DUMB**, MISTER DOCKERY.

I'M AFRAID I'VE DECIDED NOT TO ACCEPT THE **ASSIGNMENT.**

WHO IS IN **CHARGE**?!

--I, **KRAVEN THE HUNTER**, HAVE A **CHALLENGE** TO ISSUE.

I CAN **GUESS** WHO HE'S GONNA ISSUE IT **TO**--AND IT'S NOT **MUHAMMAD ALI.**

PRINT ON YOUR **FRONT PAGE** THAT I DEMAND A FIGHT WITH **SPIDER-MAN**--A FIGHT TO THE **DEATH!**

Y-YESSIR... FRONT PAGE.

THE ENMITY BETWEEN US MUST BE **SETTLED**... **FOREVER**. LET HIM COME TO ME AT **MIDNIGHT**--

--LET HIM COME... OR BE KNOWN AS **COWARD!**

HOW WILL HE KNOW **WHERE** TO MEET YOU?

BEEP BEEP

I HAVE ONE OF HIS **TRACERS**. I NOW **ACTIVATE** IT. HE CAN USE HIS **SPIDER-SENSE** TO FOLLOW THE SIGNAL--

--TO WHERE I WILL BE **WAITING!**

OF COURSE, I DON'T **HAVE** TO GO.

BUT OF COURSE HE DOES...

THE SIGNAL'S COMING FROM IN THERE-- THE MUSEUM OF NATURAL HISTORY!

PRETTY GOOD PLACE KRAVEN CHOSE--

TRUTH

KNOWLEDGE

VISION

I SEE HE'S ALREADY DEALT WITH THE MUSEUM GUARDS.

WE'RE NOT LIKELY TO BE INTERLUPTED BY POLICE OR NEWSMEN!

KRAVEN DOESN'T WANT ANY SPECTATORS AT ALL! MAYBE HE'S GROWING HUMBLE IN HIS OLD AGE.

NO SIGN OF HIM.

COME OUT. COME OUT ♪ WHEREVER YOU ARE! ♪

SERIOUSLY, I'M IN NO MOOD FOR HIDE N' SEEK! YOU GONNA SHOW YOURSELF--

NO! THAT WOULD BE UNWORTHY OF ME--

--OR ARE YOU GONNA AMBUSH ME?

--AND MY DAYS OF SUCH BEHAVIOR ARE OVER!

SHOULD I APPLAUD?

BEFORE OUR COMBAT BEGINS... CAN YOU OFFER A REASON FOR RELEASING THE ANIMALS THIS AFTERNOON?

AFRICAN HALL

I DON'T KNOW WHAT YOU'RE TALKING ABOUT!

YOU *DENY* THAT YOU OWE ME AN *EXPLANATION*?

MISTER, I DON'T OWE YOU ZIP--

--BECAUSE TO *ME*, YOU'RE NOTHING BUT A LOT OF *MOUTH*!

I'M *SICK* OF ALL YOUR STRUTTING AND BLABBING!

I GAVE YOU A *CHANCE*! YOU WON'T GET *ANOTHER*!

PREPARE YOURSELF!

AND IN THE NEARBY DARKNESS...

THIS... IS *MY* KRAVEN... FIERCE-- *FEROCIOUS*! FILLED WITH THE JOY OF THE *KILL*--

--A JOY I *SHARE*!

IN THE SHADOW OF LONG-DEAD BEASTS IT BEGINS--

WE COME TOGETHER AS *HUNTER* AND *PREY*...*HONORABLY*!

IF I WERE YOU, I'D WORRY MORE ABOUT MY *HIDE* THAN MY *HONOR*.

IN FACT, IF YOU WERE *SMART*, YOU WOULD GO *HIDE*!

THESE ANCIENT *SPEARS* WILL PROVE YOUR UNDOING!

NOT UNLESS YOU CAN *THROW* THEM FASTER THAN I CAN *DODGE*--

-- AND YOU *CAN'T*.

SURELY, YOU HAVEN'T FORGOTTEN MY *SPIDEY-SPEED--*

--AND I'M NO SLOUCH IN THE *AGILITY* DEPARTMENT, EITHER.

SHOULD I *WAIT--*

--TILL YOU FIND A *KITCHEN SINK* TO THROW?

UH-OH! SPIDER-SENSE BUZZING! GOT TO MOVE BEFORE...

BUT EVEN AS HE SPRINGS FROM THE WALL, SOMETHING DROPS FROM THE CEILING--

--SOMETHING THAT SNARES HIM, AND DRAGS HIM DOWNWARD...

CAUGHT, FOOL!

I WAS NOT TRYING TO *HIT* YOU!

NO! I WAS DRIVING YOU TOWARD THE *TRAP* I SET FOR YOU! YOU BEHAVED LIKE ANY *STUPID* CREATURE BEHAVES!

THE PAINFUL PART IS... HE'S *RIGHT!* GOTTA FREE MYSELF OR--

UNNGH!

NOW, YOU CANNOT AVOID MY DEADLY NERVE-GRIP!

DAZED... ALMOST *OUT--*

THIS IS A MOMENT TO *SAVOR--*

--A MOMENT THAT *VINDICATES* THE HUMILIATION I HAVE SUFFERED AT YOUR HANDS--!

THUD

MY LIMBS ARE LIKE *SPAGHETTI...*

CALYPSO...WATCH! WATCH ME--

--AS I *TRIUMPH!*

UHH! HE STRUCK MY NERVE CENTERS.

CAN'T LIFT MY ARMS...OR MOVE MY LEGS--

MAN DOES NOT HUNT FOR FOOD! MAN HUNTS TO PROVE HIS SUPERIORITY--

--TO DEMONSTRATE THAT HE IS NOT DOOMED AS THIS DINOSAUR WAS DOOMED--

--AS YOU ARE DOOMED, SPIDER-PREY! FOR ALL YOUR QUICKNESS, YOU ARE NO HUNTER... AND THE HUNTERS ARE THE SURVIVORS!

IT IS ONLY PROPER THAT I SLAY YOU WITH THE BONES OF THE EXTINCT MONSTER!

YOU AND IT HAVE SOME-THING IN COMMON--

--YOU WERE BORN VICTIMS!

WHILE HE WAS PHILOSOPHIZING, I REGAINED ENOUGH FEELING IN MY FINGERS---

--TO USE MY WEB-SHOOTER--

--AND HE'S WALKED INTO RANGE!

FWIP

WELCOME TO THE RANKS OF US VICTIMS, KRAVEN!

WE ALWAYS WELCOME NEW RECRUITS!

I'M STILL **WOBBLY** -- BUT HE HASN'T RECOVERED FROM MY SURPRISE ATTACK!

GOTTA SHOVE HIM TOWARD THE ***STAIRCASE*** BEFORE REGAINS HIS ***WITS!***

OVER WE ***GO!***

I'M DRAGGING HIM ALONG THE STEPS! HE'S TAKING AN AWFUL THUMPING!

BY THE TIME WE REACH ***BOTTOM***--

--WE SHOULD BE ABOUT ***EVEN!***

THE NEXT BLOW LANDED IS GONNA ***END*** THIS PARTY SO--

--I'M GONNA HIT ***FIRST!***

WOKK

*SUCH IS THE **FORCE** OF SPIDER-MAN'S PUNCH THAT KRAVEN IS SENT **SPRAWLING**--*

*---INTO AN UNEXPECTED **RECEPTION!***

SO, THE GAL ***DID*** HAVE A PARTNER!

GOOD THING THAT GUARD WOKE UP BEFORE THEY ***ESCAPED!***

COULD IT ***BE***... KRAVEN WAS ***DEFEATED?!***

AND, ON THE ROOFTOP...

I WON! BUT I DON'T FEEL MUCH LIKE ***CELEBRATING!*** I HAVE A HUNCH KRAVEN WAS LOOKING FOR A WAY FOR US ***NOT*** TO BRAWL--

--AND I WAS TOO ***HOTHEADED*** TO HEAR WHAT HE WAS SAYING!

WILL THE CONFLICT ***EVER*** END... FOR US--OR ***ANYONE*** WHO WON'T TRY TO COMMUNICATE?

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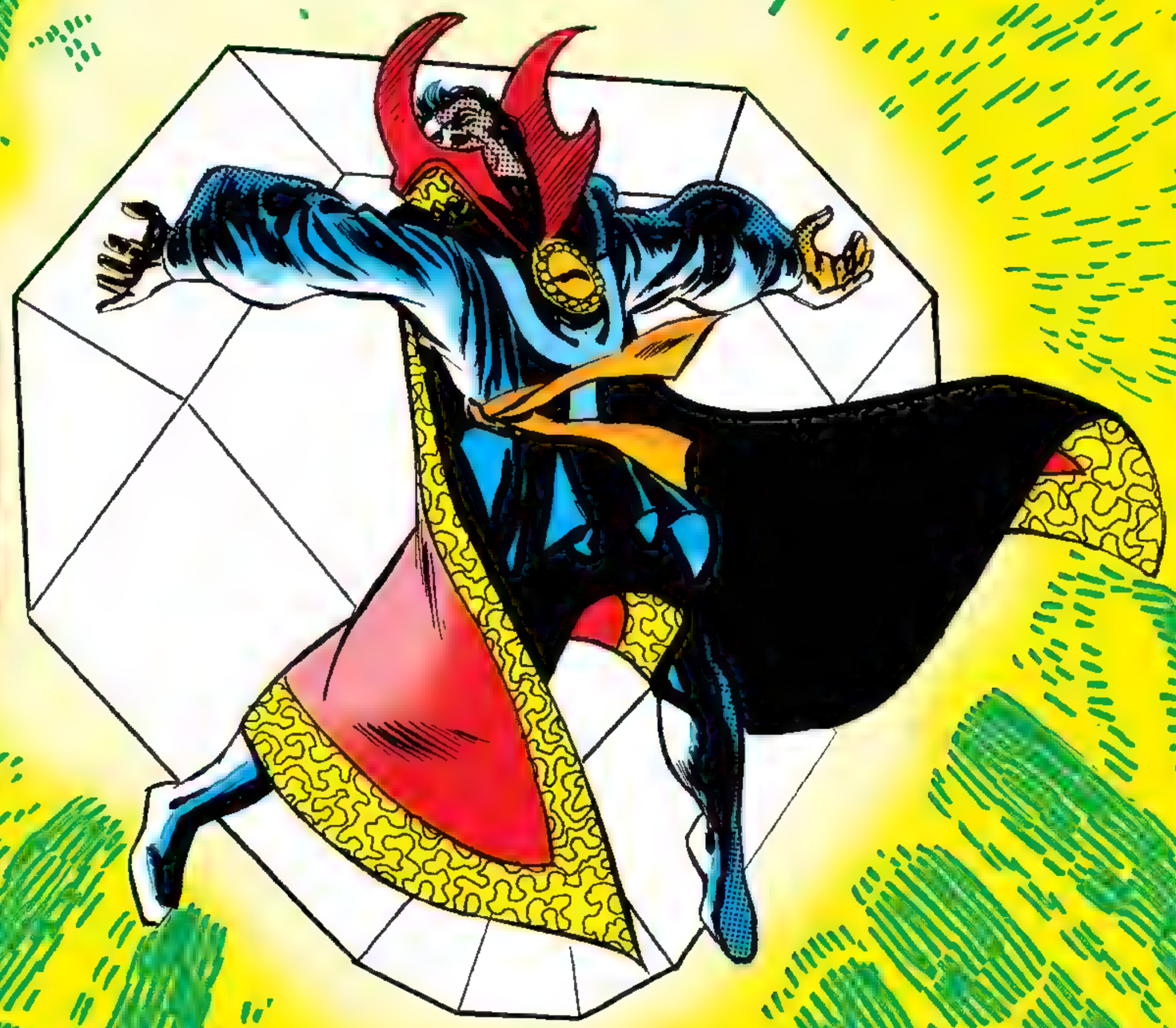
KING-SIZE ANNUAL!

SPIDER-MAN™



SPIDEY and DOCTOR STRANGE versus DOCTOR DOOM and the DREAD DORMAMMU. 'nuff said!

Stan Lee PRESENTS:

SPIDER-MAN

THE BOOK of the VISHANTI

These be the words you read and remember:

On a storm-shattered night once every sixty thousand

Of earth years is the BEND SINISTER possible

Then shall creatures of evil conspire to wreak gravest

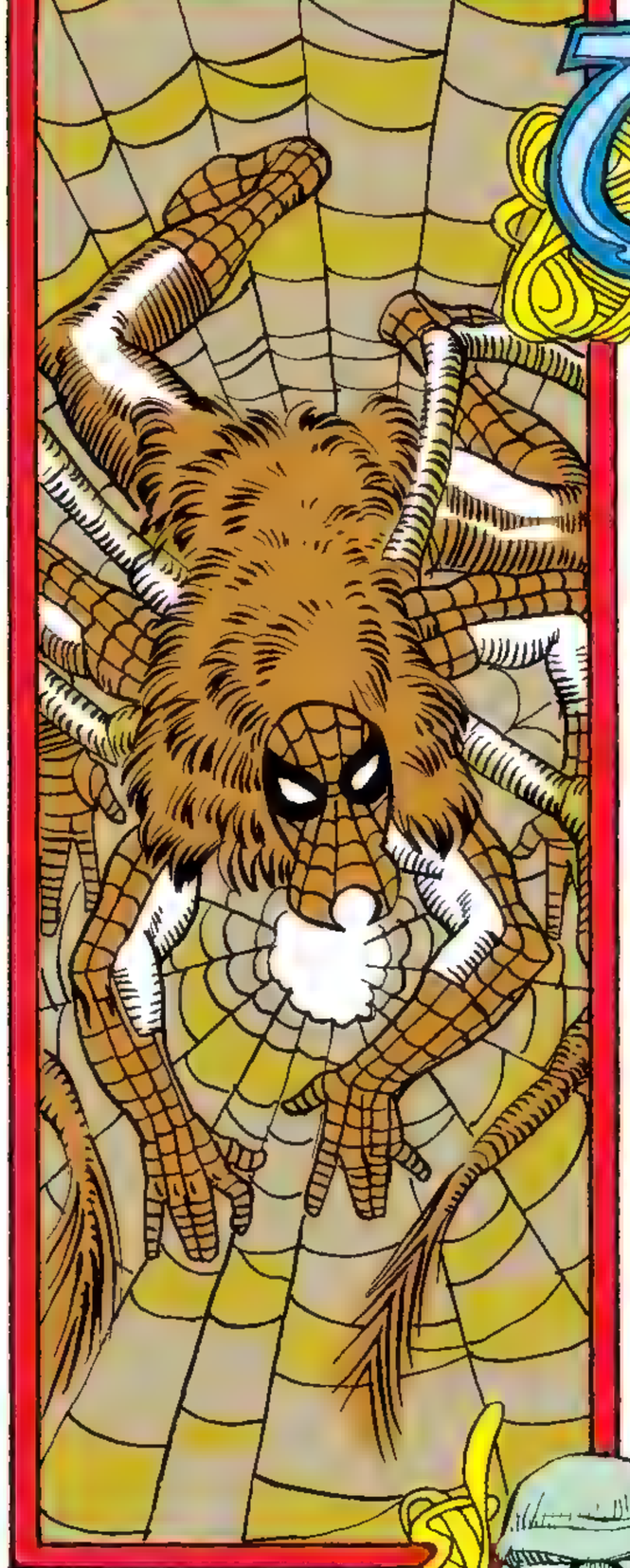
Harm upon Humanity and they shall succeed unless

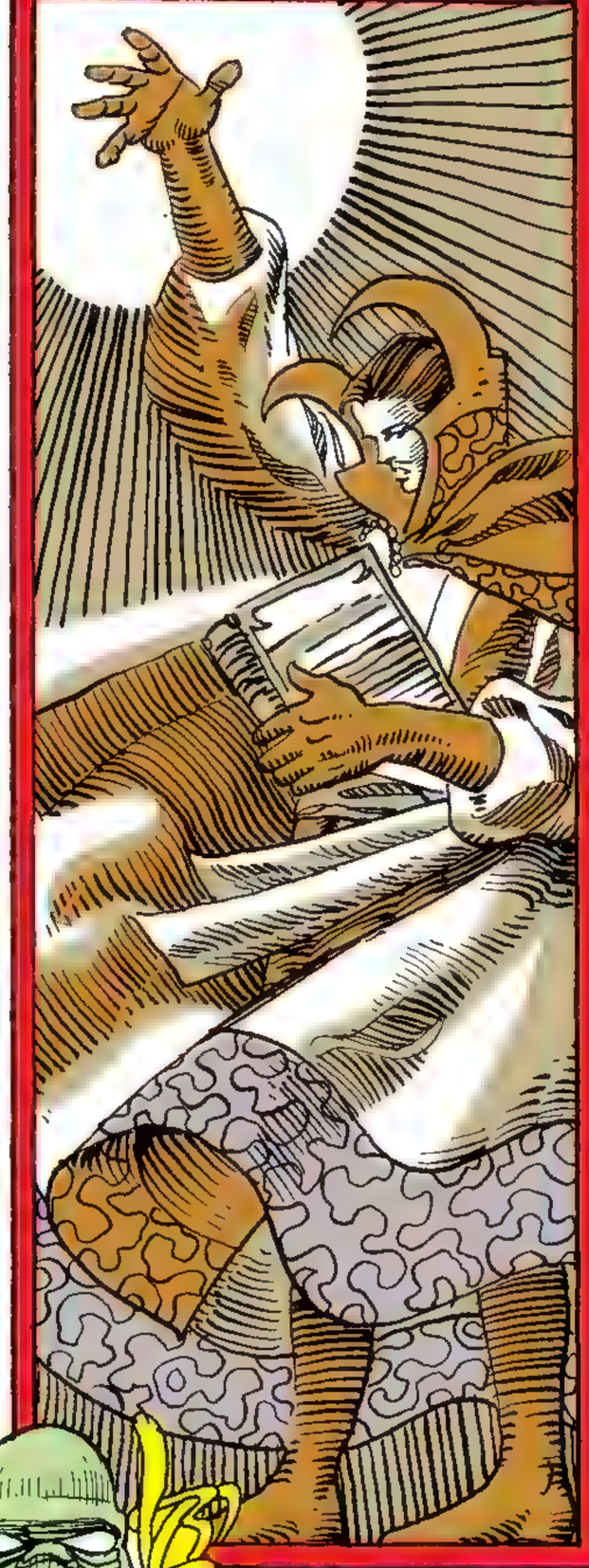
One who is equally spider and man join together with a

mighty sorcerer to defeat them.

Thus speak the VISHANTI.

—TRANSLATION COURTESY DR. STEPHEN STRANGE





...and kudos to Mighty Marvel's own sorcerers

DENNY O'NEIL and FRANK MILLER, CO-CREATORS

TOM PALMER, INKER — JOE ROSEN, LETTERER — BEN SEAN, COLORIST

AL MILGROM, EDITOR

JIM SHOOTER, ED-IN-CHIEF

And it shall be that these dire and eldritch events begin in the kingdom of Latveria on a night when lightning seams the sky and thunder rocks the very foundations of the Castle of Doctor Doom.

SUMMON HIM! SUMMON THE MASTER IMMEDIATELY! THE WORK OF THESE PAST TEN YEARS IS AT LAST COMPLETE!

SUMMON HIM, I SAY!

YOU CHITTERING IDIOTS DO NOT UNDERSTAND, DO YOU? WHAT THE MASTER AND I HAVE ACCOMPLISHED--?

THE INTERFACE BETWEEN MAGIC AND SCIENCE HAS BEEN BREECHED--

--AND WE ARE ABLE TO HARNESS AND COMBINE THE POWERS OF EACH!

HURRY UP, HURRY UP... SUMMON THE MASTER AND FINISH THOSE CONNECTIONS AND GET ME SOME COOKIES.

YOU DARE?!

YOU DARE CONTEMPLATE FOOD WHILE DOING THE BIDDING OF DOCTOR DOOM?!

MASTER! F-FORGIVE ME! I MEANT NO HARM!

B-BUT MY REPORT IS READY--WE HAVE SUCCEEDED!

WHAT YOU MEAN IS, I TRUST, THAT MY GENIUS HAS SUCCEEDED IN CREATING THE POSSIBILITY OF THE BEND SINISTER?

YES, YES, EXACTLY--

AND MY REWARD? WHEN YOU TOOK ME FROM THE UNIVERSITY YOU PROMISED ME A GREAT BOON UPON COMPLETION OF THE TASK.

SO I DID--AND SO YOU SHALL BE REWARDED, FAITHFUL DILBY! THE HIGHEST REWARD IMAGINABLE!

AAAGH

YOU SHALL BE ALLOWED TO SERVE ME FURTHER--

--BY TESTING THE DEVICE YOU BUILT!

FASTEN HIM TO THE PLATFORM, SLAVES.

CONSIDER YOURSELF *PRIVILEGED*-- FOR YOU ARE ABOUT TO VISIT A PLANE OF EXISTENCE NO *MORTAL* HAS EVER SEEN... THE DIMENSION OF THE *DREAD DORMAMMU!*

I ALMOST *ENVY* YOU!

I WOULD GLADLY PERMIT YOU TO TAKE MY *PLACE*--

*BUT DILBY IS **SILENCED** AS AN ENERGY THAT EXISTS IN NO LABORATORY COURSES THROUGH HIM--*

--SUFFUSES HIM--

--CONSUMES HIM...

I WONDER IF HE WILL LIVE?

NO MATTER... IF HE DOES NOT, I WILL FIND *ANOTHER* LACKEY.

--HE SHRINKS AND FALLS AND PERHAPS, FOR A FLEETING INSTANT BECOMES INFINITE--

*--BUT HE IS AWARE OF **NONE** OF THIS. HE KNOWS ONLY A **TERROR** MIXED WITH SOMETHING ANOTHER MIGHT RECOGNIZE AS **ECSTASY**, AS HE DWINDLES TO A NAMELESS BEYOND...*

BEYOND MATTER AND ENERGY--

*--BEYOND TRUTH AND ILLUSION AND **DREAMING**--*

THEN NOTHING.

HE HAS, HE REALIZES, ARRIVED.

I DON'T WANT TO LOOK--

--BUT I SUPPOSE--

I M-MUST...

OH MY...MY GOODNESS.

THOSE NASTY...*THINGS*-- COMING AT ME!

GO AWAY.

SHOOO.

PUT ME *DOWN*...

NO, ON SECOND THOUGHT-- DON'T YOU *DARE!*

OH, DARRRRN IT--

--WHY DID I EVER LISTEN TO DR. DOOM?

YOUR *GREED* HEEDED THE DOCTOR, FRAIL HUMAN.

WELCOME TO MY DOMAIN.

ALLOW ME TO INTRODUCE MYSELF.

I AM DORMAMMU.

AND THERE IS A SUDDEN CHILL IN DILBY'S SOUL--

MEANWHILE...

START THE FILM.

GRANT US YOUR WISDOM, MASTER.

WHY DO YOU VIEW THESE FILMS OF HITLER'S GERMANY?

TO *LEARN* FROM THEM, FOOL!

DIE HERRSHER VERDEN HERRSHEN.

"THOSE WHO ARE MEANT TO RULE *SHALL* RULE."

I AGREE.

OF COURSE YOU *WOULD*, DOCTOR--

YOU *DO* LIKE TO MAKE AN ENTRANCE, DON'T YOU?

--AS WOULD *I!*

HAS OUR LITTLE TOOL ARRIVED?

YES, DILBY IS WITH ME--

--ENJOYING THE *POWERS* I HAVE BEQUEATHED TO HIM.

HE IS LIKE A CHILD WITH A NEW *TOY*--

--AND IN FACT, HE HAS JUST CONJURED UP A *PLAYTHING!*

HE IS NOT AWARE THAT HE MAY NOT *SURVIVE* THE USE TO WHICH WE WILL PUT HIM, NATURALLY.

NATURALLY. AS YOU KNOW, I HAD PLANNED TO IMPLEMENT THE *BEND SINISTER* MYSELF--

--BUT CIVILIZATION WOULD BE GREATLY *IMPOVERISHED* SHOULD *I* PERISH.

SUCH TRAGEDIES ARE TO BE AVOIDED, EH?

And then there shall transpire events in the Village of the Greenwich which shall interrupt the studies of a great sorcerer named Doctor Strange and plunge him into the gravest of perils.

I FIND IT HARD TO *CONCENTRATE.* PERHAPS I AM DISTURBED BY THE *STORM*--

--OR PERHAPS THESE MYSTERIES ELUDE MY POOR UNDERSTANDING.

OH WELL... I GUESS I'LL PERSEVERE.

I HAVEN'T STUDIED THIS HARD SINCE I WAS IN *MEDICAL SCHOOL.*

IF ONLY THIS ANCIENT SCRIBE HADN'T INSISTED ON PUTTING ALL THE VERBS AT THE END OF THE CHAPTER...

EH--? I SENSE *DANGER...* UNMISTAKABLE AND VERY *CLOSE.*

THE ENCHANTMENTS WHICH GUARDS THE HOUSE ARE *INTACT!* BUT I DARE NOT IGNORE THE EVIDENCE OF MY *FEELINGS.*

MY MENTOR LABORED FOR *YEARS* TO SHARPEN THEM.

YA WANT WE SHOULD PUT IT DOWN *HERE*--

I HOPE SO, 'CAUSE THIS SUCKER IS *HEAVY.*

ARE YOU CERTAIN YOU HAVE THE CORRECT *ADDRESS?*

WHAT *IS* IT, WONG?

A *CRATE* HAS BEEN DELIVERED. YOU WERE *EXPECTING*--

NOTHING!

DON'T TOUCH IT... AND STAND ASIDE. I'LL OPEN IT BY *SORCEROUS* MEANS!

A...*MUMMY,* DOCTOR STRANGE?

I THINK *NOT!* PERHAPS THE EYE OF AGAMOTTO WILL REVEAL ITS *TRUE* NATURE.

LET THE ENCHANTED RAYS ISSUE FORTH AND PENETRATE WHERE MORTAL VISION CANNOT--

BY THE CRIMSON BANDS OF *CYTTORAK*--

WONG...GET *BACK*--

Sha-RAAAAKKK

UNNHH! THE FORCE OF THAT BLACK-LIGHT BLAST WAS LESSENED BY THE BEAM FROM MY AMULET--

--BUT I CAN'T TAKE *ANOTHER!*

GOT TO *COUNTER-ATTACK*... AND TRY TO FIGURE OUT WHAT I'M *FIGHTING*--

--AND *WHY!*

THE MACHINE IS OCCUPIED WITH THE *MASTER*. PERHAPS MY MARTIAL ARTS TEACHERS WOULD NOT *APPROVE* OF AN ATTACK FROM THE REAR--

--BUT ETIQUETTE SURELY DOES NOT *APPLY* IN THE PRESENT CASE.

HOWEVER--

CHOK

THIS IS NO ORDINARY *ROBOT!*

IF IT *WERE*, THESE MYSTIC BOLTS WOULD HAVE LEFT IT A SMOKING *RUIN* BY NOW.

YET, THEY HAVE NO EFFECT *WHATEVER!* I ONLY WISH THAT WERE TRUE OF THE *RAYS* IT'S SHOOTING.

I CANNOT *DESTROY* IT. BUT PERHAPS I CAN *BIND* IT-- WITH THE CRIMSON BANDS OF *CYTORRAK!*

NOTHING *HUMAN* CAN OVERCOME THEM-- NOR ANYTHING OF HUMAN *MAKING!*

BY THE MANY MOONS OF *MUNNOPOOR*-- IT STEPS THROUGH THE ECTOPLASMIC BANDS AS THOUGH THEY WERE MERE *AIR!*

IF I HAD AN *HOUR* I WOULD SURELY FIND THE SPELL TO *DEFEAT* IT.

BUT LACKING TIME, PERHAPS BRUTE *VIOLENCE* WILL SUFFICE.

A VICTORY NEED NOT DEPEND ON *SUBTLETY!*

EH--? IT TURNS THE FLAMES *AGAINST* ME.

AGAIN, I *UNDERESTIMATED* THE ENEMY.

IT USES THE FIERY PATH TO TRANSMIT DEMONIC *FORCE...*

TOO MUCH FOR FLESH AND BLOOD--

--TO WITHSTAND...

THAT PART OF ME MUST *FALL.*

BUT MY *ASTRAL BODY--*

--CAN SEARCH FOR *SOLUTIONS.*

SHOULD ANSWERS EXIST, THEY DOUBTLESS LIE *OUTSIDE* MY SANCTUM--!

HOSTS OF HOGGOTH--!

A HORDE OF ETHEREAL *MONSTROSITIES* CLUSTERED ON THE EDGE OF MY MYSTIC DEFENSE BARRIER!

THEY REEK OF *MALEVOLENCE.* THEY MEAN NEITHER ME NOR ANY *OTHER* MAN ANYTHING BUT *ILL.*

NEVER HAVE I *SEEN* SUCH AN ARRAY OF DARK FORCE--

WHOEVER COMMANDS THEM IS NO *ORDINARY* FOEMAN.

I MUST *PASS* THEM AND SEEK THEIR *LEADER.*

PERHAPS I CAN *STUN* THEM AND--

NO... THEIR NUMBERS ARE TOO *GREAT.*

THEY DRAG ME *DOWN*--

--A PSYCHIC *FLARE* SENT FORTH TO SEEK *ANYONE* WHO MIGHT *HELP.*

--YET THERE IS ONE PLOY YET TO BE *TRIED*... ONE POSSIBILITY OF *HELP*--

SEEK IT DOES, BOUNDING, VEERING THROUGHOUT THE COLD CANYONS OF MANHATTAN LIKE SOME DEMENTED HUNTER...

...TO THE FLATIRON BUILDING...

...THE UPPER EAST SIDE BROWNSTONE OF LAWYER MATTHEW MURDOCK...

...THE BAXTER BUILDING HEADQUARTERS OF THE FANTASTIC FOUR...

... BUT THESE ARE THE HAUNTS OF MEN WHOSE PRIVATE QUESTS CARRY THEM TO THE EDGE OF CIVILIZATION AND BEYOND--MEN WHO ARE SELDOM WHERE THEY CAN EASILY BE FOUND--

...AND SO THE FLARE FINALLY EXHAUSTS ITSELF AT THE CAMPUS OF EMPIRE STATE UNIVERSITY...

EMPIRE STATE UNIVERSITY SCIENCE BUILDING

NEARLY SPENT, IT ENTERS A WINDOW FROM WHICH THE EXASPERATED VOICE OF PETER PARKER ISSUES...

CLASS, I KNOW YOU'RE FRESHMEN--

...BUT YOU'RE NOT FRESHMAN APES. C'MON, GET IT RIGHT THIS TIME--FOR OL' PETEY'S SAKE--?

UH.

AT LAST, THE FLARE HAS LOCATED ONE ABLE TO COMPREHEND... ONE OPEN TO THE DESPERATE MESSAGE OF THE EMBATTLED MAGE--

HELP... TREMENDOUS EVIL... AT MY SANCTUM SANCTORUM

DAZED, HIS HEAD SUDDENLY ACHING, PETER PARKER RECOGNIZES THE IMAGE AND MURMURS--

DOC... STRANGE...

I CAN'T IGNORE *THAT!* SHEESH... DOC MUST BE IN ALL THE TROUBLE THERE *IS.*

'COURSE, HE DOESN'T WANT A GRAD STUDENT *CHEM LAB* INSTRUCTOR-- HE WANTS A BONA FIDE *SPIDER-MAN.*

ABRUPTLY, PETER IS JOLTED OUT OF HIS REVERIE...

I THINK I *GOOFED,* MISTER PARKER.

GOOFED?! NAW...WHAT'S A LITTLE *INFERNO* AMONG FRIENDS?

ANYHOW, EVERYBODY BETTER *EVACUATE.* IF ANY OF YOU *DIED,* I'D REALLY GET *YELLED* AT.

THE KID'S MISTAKE IS THE BIGGEST FAVOR HE'LL EVER *DO* ME-- GIVES ME A MADE-TO-ORDER REASON FOR *SPLITTING.*

CALL THE *FIRE DEPARTMENT* SOMEBODY.

PARKER!

I MIGHT HAVE *KNOWN* YOU WERE BEHIND--

CAN'T EXPLAIN *NOW,* DEAN JASTROW-- GOTTA RUN!

I GOTTA FIND SOMEPLACE TO CHANGE CLOTHES...

OH, HI, DEBBIE.

WHY ARE YOU RUNNING? ARE WE LATE?

WHEN YOU CALLED YOU SAID THE GROUP WE'RE GOING TO SEE DOESN'T PERFORM TILL MIDNIGHT--

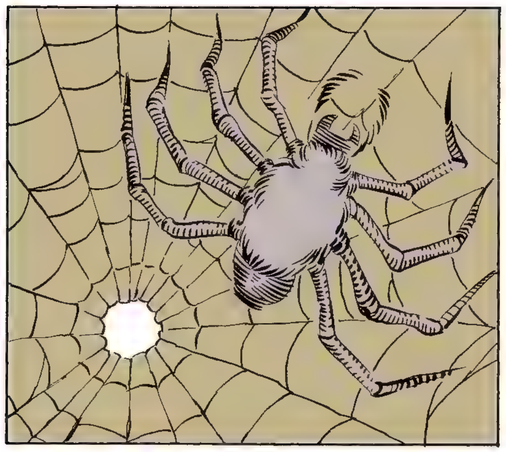
I REALIZE THE CLUB IS WAY DOWNTOWN--

ER--SORRY, DEB. GOTTA CANCEL OUT. CAN'T EX-PLAIN, BUT-- DUTY CALLS.

DUTY IS *ALWAYS* CALLING WHEN DEBBIE WHITMAN IS HIS DATE.

OH WELL... MAYBE HE'S TELLING THE TRUTH.

BUT I DOUBT IT!



Then shall it begin that the Spider shall be drawn into a web not of his own devising and confront menaces beyond his most dire imagining

SHEESH! I FINALLY FOUND ENOUGH PRIVACY TO GET INTO MY SPIDEY SUIT.

WHO'D'A THOUGHT THAT ON THE ROTTENEST FRIDAY NIGHT OF THE YEAR, *ESU'S* CAMPUS WOULD BE LIKE *GRAND CENTRAL* AT *RUSH HOUR*?

LESSEE... LAST TIME I WAS THERE, DOC STRANGE'S PAD WAS IN THE *VILLAGE*-- ON *BLEEKER* NEAR THE HUDSON.

YEAH, EXACTLY WHERE I REMEMBERED IT... THAT NUTTY UPPER WINDOW IS *UNMISTAKABLE*.

I DON'T SEE ANY SIGN OF TROUBLE, THOUGH.

MAYBE I *IMAGINED* THAT WEIRD MESSAGE... MAYBE I'VE BEEN WORKING TOO HARD.

MAYBE I'M CRACKING UP--

--AND I OUGHTTA SIGN MYSELF INTO THE *HAPPY HOUSE*.

BUT AS LONG AS I'M HERE, I MIGHT AS WELL CHECK THINGS OUT.

MY SPIDER-SENSE IS BUZZING LIKE A BEEHIVE. WONDER WHY--?!

NO... *NAW!* I *HAVE* GONE ROUND THE BEND-- 'CAUSE I COULD SWEAR I'M BEING CHASED BY TWO *STONE GARGOYLES!*

THEY'RE ONLY *STATUES*, THEY COULDN'T *POSSIBLY* BE BUSTING UP THE SCENERY!

OF COURSE, IT'LL BE TOUGH PROVING THAT TO WHOEVER OWNED THAT WATER TOWER

THEY SEEM AWFULLY *DETERMINED* FOR A COUPLE OF HUNKS OF *ROCK*--

--AND THEY'VE ZEROED IN ON *ME!*

I WISH MY FRESHMAN *CHEM STUDENTS* WERE THIS PERSISTENT.

IN A SCREWY WAY, EVERYTHING IS BEGINNING TO MAKE *SENSE.*

I GET A TELEPATHIC CALL FOR HELP FROM THE WORLD'S FOREMOST *SPELL-SLINGER*--

--AND FIND A COUPLE OF *SUPERNATURAL GEEKS* GUARDING HIS HOUSE!

I GUESS I *DIDN'T* JUST IMAGINE THE DOC'S MESSAGE.

I'M SANE AFTER *ALL.*

WHETHER I CAN REMAIN IN ONE *PIECE* IS ANOTHER *MATTER.*

IF MY ROCKY *PLAYMATES* TAG ME, I'VE HAD THE WHOLE *ROUTE.*

I'M NOT DOING MYSELF ANY GOOD *RUNNING* AND *DODGING*--

--SO I'LL DO THE UNEXPECTED AND *COUNTER-ATTACK.*

UNNH!

BAD IDEA--! IT WAS LIKE KICKING A CHUNK OF *GRANITE*--

--WHICH FIGURES.

OKAY, I'LL TRY STRATEGY NUMBER *THREE*--

--THE OL' *WEBBING* PLOY.

IT WON'T *STOP* 'EM-- BUT MAYBE IT'LL BUY ME THE FEW SECONDS I *NEED.*

HEY... MAYBE I CAN DO BETTER THAN MERELY *SLOW* 'EM-- I CAN *END* THIS CHARMING LITTLE WALTZ.

DON'T WRIGGLE AROUND IN THERE, STONEY. I'LL LET YOU GO--

--NOW!

HOOO-*BOY!* NOTHING LEFT BUT *PEBBLES.* THAT WAS THE BEST IDEA I'VE HAD ALL *YEAR.*

I'D PAT MYSELF ON THE BACK IF MY ARM WASN'T SO SORE FROM JUGGLING A TON OF *GARGOYLE.*

A *SMART* SPIDER-MAN WOULD CALL IT A *NIGHT...* BUT DOC STRANGE MAY STILL BE IN TROUBLE--

--AND NOBODY EVER SAID I WAS *BRIGHT...* JUST *CUTE*--

YOUNG MAN!

WHAT IS THAT RACKET? DO YOU REALIZE THAT IT IS ELEVEN O'CLOCK? DECENT FOLKS HAVE BEEN IN BED FOR HOURS. THE PROBLEM WITH YOU YOUNG PEOPLE OF TODAY IS YOU HAVE ABSOLUTELY NO SENSE OF DECENCY OR PROPRIETY. WHEN I WAS YOUR AGE I KNEW HOW TO BEHAVE. WE DIDN'T HAVE HIPPIES OR DISCOTHEQUES IN THOSE DAYS, I CAN TELL YOU. DID YOU MAKE THAT MESS? WELL, GO GET YOURSELF A BROOM AND SWEEP IT UP, EVERY SINGLE BIT OF IT. DON'T STAND THERE. PAY ATTENTION WHEN I TALK TO YOU.

YOUNG M-

MMMPF

THAP

MMMF

BETWEEN HER AND *GARGOYLES*, I'LL TAKE THE GARGOYLES.

ANY DAY.

NOW TO DEAL WITH THE *DOC*. HIS PAD *LOOKS* QUIET--

--SO WHY IS MY *SPIDER-SENSE* JANGLING AGAIN?

HUH--? EITHER DOC HAS BIZARRE TASTE IN *SIDEWALKS*--

--OR I'M ABOUT TO MEET A NEW SET OF *NASTIES!*

LITTLE BUGGERS... SHOULDN'T BE TOO HARD TO SHAKE 'EM--

THEY'RE STICKING LIKE *LEECHES*... DRAGGING ME *DOWN*-- *AND* WRINKLING MY *COSTUME!*

DADDY... LOOK

ALICE, ARE THOSE WHAT THEY CALL "QUAINT GREENWICH VILLAGE TYPES?"

GOTTA GO FOR A *TOTAL EFFORT*--

THEY MUST BE *MUPPETS!*

DID YOU BRING THE CAMERA, GEORGE?

--AND BOUNCE *LOOSE!*

NUTS! THEY'RE BACK ON ME *INSTANTLY*... HOLDING TIGHTER THAN *EVER!*

MY OWN MUSCLE WON'T GET ME FREE ANY MORE--

--BUT MAYBE I CAN BORROW SOME *EXTRA* FROM THAT TRUCK.

I HAVE A HUNCH THIS NEXT MOVE IS GONNA BE *PAINFUL*--

--BUT AT THE MOMENT, IT'S THE ONLY ONE I'VE *GOT!*

OWW! AS I FIGURED... *PAIN!*

WHY DO I ALWAYS HAVE TO BE *RIGHT* ABOUT THE *WRONG STUFF?*

I SHOULDN'T COMPLAIN. AT LEAST I'M *FREE*--

--NOT FOR *LONG*, THOUGH. HERE THEY COME-- LIKE *FRATERNITY BROTHERS* CHASING THE *HOMECOMING QUEEN.*

IF THEY GET THEIR CLAMMY FINGERS ON ME *AGAIN*, I'LL BE OUT OF *OPTIONS.*

CAN'T LET THAT *HAPPEN.*

GOTTA JUMP--!

GOOD OL' SPIDER-STRENGTH NEVER FAILS!

DOC'S *ROOF* SEEMS TO BE THE ONLY PLACE IN LOWER MANHATTAN NOT GUARDED BY DRACULA'S CHEER-LEADERS.

WHICH DOESN'T MEAN IT *WON'T* BE--

--UNLESS I GET... *INSIDE?!*

SHEESH. LOOKS LIKE THE MORNING AFTER WORLD WAR THREE IN THERE.

DOC... HEY, *DOC!* WHERE YOU *AT?* IT'S *ME*-- YOUR FRIENDLY, NEIGHBORHOOD SPIDER-MAN.

THE AVON LADY COULDN'T MAKE IT.

T-THE MASTER HAS BEEN *ABDUCTED!*

WONG! YOU *OKAY?*

WANT ME TO PHONE THE *HOSPITAL?*

IT IS NOT NECESSARY. MY *PRIDE* IS INJURED GRIEVOUSLY-- MY BODY NOT AS MUCH.

BETTER THAT YOU DEVOTE YOURSELF TO RESCUING THE *MASTER!*

MOMENTS BEFORE YOU ARRIVED, I RECEIVED A FAINT TELEPATHIC MESSAGE FROM THE MASTER CONSISTING OF FOUR LETTERS--

C.B.G.B.

THEN HE WAS INTERRUPTED.

PERHAPS YOU CAN DISCERN *MEANING* IN THIS.

AND...

C.B.G.B. ALL THAT MEANS TO *ME* IS THE ROCK CLUB ON THE BOWERY-- THE ONE I INVITED DEBBIE TO.

PRETTY UNLIKELY SPOT TO HIDE A *KIDNAP* VICTIM IN--

--BUT IT'S THE ONLY CLUE I HAVE!

I'M NO DETECTIVE-- I GUESS I'LL JUST BLUNDER ALONG AND HOPE FOR THE BEST...

ALSO HOPE I DON'T CATCH *PNEUMONIA.* THIS RAIN JUST WON'T *QUIT.*

I'VE ARRIVED... BELOW, THE BOWERY AND PUNK ROCK HEAVEN!

ONE BIT I *DO* RECALL FROM READING SHERLOCK HOLMES... THE GOOD GUY SHOULDN'T CHARGE IN WITHOUT KNOWING THE SITUATION.

GOTTA SCOUT THE TERRAIN FIRST-- PREFERABLY WITHOUT ANNOUNCING MY *PRESENCE.*

OL' SHERLOCK HAD TO USE *DISGUISES.* ALL *I* HAVE TO DO--

--IS CHANGE TO MY *PARKER* THREADS.

HOPE WONG WAS RIGHT ABOUT THIS BEING WHERE THE DOC IS--

--AND I HOPE I'M NOT TOO LATE.

NOT QUITE, SPIDER-MAN-- NOT YET...

MY, MY, MY, DOCTOR STRANGE. YOU DO *NOT* GIVE UP, DO YOU? WELL, STRUGGLE ALL YOU LIKE.

THE SPELL I HAVE COMPLETED WILL PREVENT YOU FROM EVEN *WHIMPERING*-- TELEPATHICALLY OR ANY OTHER WAY.

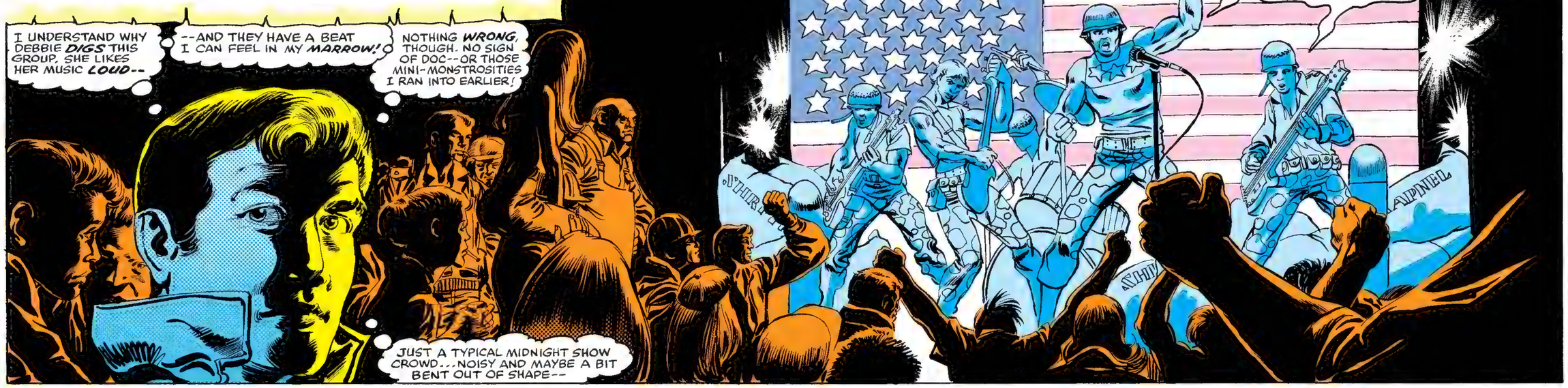
YOU CAN DO *NOTHING* TO PREVENT ME FROM CREATING THE *BEND SINISTER--!*

THAT, OF COURSE, IS WHY I ABDUCTED YOU-- TO PREVENT *MEDDLING* ON YOUR PART!

YOU ARE *ALARMED?* YOU REALIZE THE TREMENDOUS *EFFECT* THE BEND SINISTER WILL HAVE?

DO NOT WORRY. YOU WILL NOT LIVE TO *SEE* THE TERROR...FOR AS YOU MAY KNOW, THE BEND SINISTER REQUIRES A HUMAN SACRIFICE--AND YOU ARE IT!

Then shall a group of innocent minstrels be subverted to dark purposes and used against those who would seek to prevent the Final implementing of the Bend Sinister


I UNDERSTAND WHY DEBBIE DIGS THIS GROUP. SHE LIKES HER MUSIC LOUD--
--AND THEY HAVE A BEAT I CAN FEEL IN MY MARROW!
NOTHING WRONG, THOUGH. NO SIGN OF DOC--OR THOSE MINI-MONSTROSITIES I RAN INTO EARLIER!
I LOST MY BAYBEE ♫ ON THE SIEGFRIED LINE ♪ ♫ ♪
JUST A TYPICAL MIDNIGHT SHOW CROWD...NOISY AND MAYBE A BIT BENT OUT OF SHAPE--

YOU DON'T HAVE TO EXPLAIN.

I KNOW I DON'T *HAVE* TO... I *WANT* TO.

I CAME DOWN HERE TO... UH--LOOK FOR YOU.

AND YOU MISTOOK MISS BODY BEAUTIFUL IN THERE FOR *ME*? HUH-UH, PETER... I THINK NOT.

I UNDERSTAND. SHE'S PROBABLY MORE FUN TO BE WITH...

OH!

OWW

CBGB

I BEG YOUR PARDON.

YOU HAD *BETTER*, YOU CLUMSY BAGGAGE.

YOU OKAY, FELLA?

FORTUNATELY FOR YOU-- *YES*.

EXCEPT MY PANTS GOT DIRTY.

LET ME BUY YOU A CUP OF COFFEE, DEB.

WELL-L-L...

ROTTEN, INCONSIDERATE YOUNG *WRETCHES*. I HOPE THEY SUFFER *HIDEOUSLY* AT THE BEND SINISTER.

OR WORSE.

AROUND THE CORNER...

HONEST, DEBBIE... I *DIDN'T* STAND YOU UP. TO *PROVE* IT--

KUJAVA COFFEE SHOP

-- WE'RE HEADING FOR THAT ALL-NIGHT STEAK HOUSE ON THIRD AVENUE AND I'M BUYING YOU THE BEST MEAL IN NEW YORK CITY!

REALLY?

BLAST--! MY *SPIDER-SENSE*... THREATENING TO FRY MY *BRAINS*. THE DANGER MUST BE *TREMENDOUS--!*

IT'S COMING FROM *THEM*--!

LOOKS LIKE SHRAPNEL'S TAKING THEIR ACT INTO THE *STREETS*.

THAT... *CHANT* THEY'RE SINGING. HOW ODDLY *COMPELLING*...

BEND SIN-ISTER BEND SIN-ISTER BEND SIN-ISTER

THEY'RE DOING A REAL *PIED PIPER* NUMBER-- LEADING A VERY *UNHEALTHY* LOOKING MULTITUDE.

ARE WE LEAVING FOR THE *RESTAURANT*, PETER?

BEND SIN-ISTER BEND SIN-ISTER BEND SIN-ISTER

LATER, DEB. TOMORROW. I'LL CALL YOU.

COFFEE SHOP

YOU DON'T HAVE TO BOTHER...

I *HATED* TO LEAVE DEB STRANDED, I FEEL LIKE A PLUPERFECT *RAT*.

BUT THINGS ARE BEGINNING TO COME TOGETHER--

THE MESSAGE FROM DOC STRANGE THAT BROUGHT ME TO THIS PART OF TOWN...THE WARNINGS OF MY SPIDER-SENSE...

...AND A WEIRDED OUT ROCK BAND FRONTING A PACK OF *ZOMBIES*.

IN A WAY I CAN'T QUITE COMPREHEND, IT TOTALS UP TO SOMETHING REALLY *SCARY.*

THE GROUP IS PASSING THROUGH WASHINGTON SQUARE-- ADDING NEW RECRUITS WITH EVERY BLOCK.

THAT *CHANT*..."BEND SINISTER"-- WONDER WHAT IT *MEANS*?!

IT'S A REAL *GRABBER.* I ALMOST FEEL LIKE *JOINING* IN.

IF I WERE AT GROUND LEVEL, I PROBABLY *WOULD.*

BEND SIN-ISTER BEND SIN-ISTER BEND SIN-ISTER

NOW TIMES SQUARE... AND THE MOB *GROWS.* MUST BE HALF THE NIGHT PEOPLE IN *MANHATTAN* TAGGING ALONG.

ODD...SUDDENLY THE AIR IS *CHILLY,* AND YET I'M *STIFLING.*

AND THE BROADWAY LIGHTS SEEM STRANGELY *PALE.*

BEND **SIN**-ISTER BEND **SIN**-ISTER BEND **SIN**-ISTER BEND **SIN**-ISTER BEND **SIN**-ISTER BEND **SIN**-ISTER

THEY'RE MOVING INTO CENTRAL PARK... MARCHING IN PERFECT CADENCE TO THE CHANT.

THEY DON'T SEEM QUITE *HUMAN* ANY MORE.

I FEEL *HELPLESS*. I SHOULD BE *DOING* SOMETHING...

...BUT IF I GET *CLOSE*, I'M AFRAID I'LL BECOME *ONE* OF THEM.

...LET HUMANITY *TREMBLE*, FOR SOON, THE BEND SINISTER SHALL *BE!*

IT'S THE LITTLE GUY DEBBIE BUMPED INTO--

--STANDING ON THE ROOF OF THE *LATVERIAN EMBASSY!*

LET THE DARKLING CLOUDS *PART* THIS FINAL TIME--

--THE EDGED RAYS OF THE LUNAR ORB CAST THEIR HELL-HUED GLOW--

--THROUGH THE ELDRITCH *CRYSTAL* IN THE FOREORDAINED VECTOR...

DOCTOR STRANGE... BOUND TO THAT HUGE *GEM.*

THE FEELING OF IMPENDING DOOM IS LIKE AN ICY *FIST* CLUTCHING ME--!

WITH EVERY FIBRE OF MY *BEING*, I WANT TO *RUN*--

--BUT I *WON'T.*

Then shall the spider and the sorcerer be joined together in a bond against the servant of ultimate evil to decide the future of humankind

WITHIN *MOMENTS*, THE MOON'S RAYS WILL SHINE THROUGH THE CRYSTAL AT THE CORRECT ANGLE AND CONVERGE WITH LINES OF ELDRITCH FORCE--

--COMBINE WITH THE UNEARTHLY MUSIC THAT *ALREADY* CAUSES THE FOOLS TO CAVORT IN A DANCE OF *BEASTS*.

WHEN THESE ELEMENTS JOIN--

--THE *BEND SINISTER SHALL BE!*

YOU WILL NOT BE ALIVE, OF COURSE, DOCTOR STRANGE!

WHAT DOCTOR DOOM AND DORMAMMU DON'T KNOW IS THAT *THEY* WILL NOT SURVIVE, EITHER.

DILBY HAS PLANS OF HIS *OWN*.

I *ALONE* SHALL TRIUMPH--

OKAY, BUT YOU'RE LIABLE TO GET *YELLED* AT!

EH? ? THE *SPIDER-MAN*?!

F-WAP!

I GOTTA SAY YOU'RE THE *LAMEST* EXCUSE FOR A BAD GUY I'VE *EVER* SEEN.

I SUMMON FORTH MY *CREATION*--

HEY... *NOW* WE'RE COOKING. *THAT'S* WHAT I CALL A *VILLAIN!*

WHOSE TOY BOX DID *YOU* ESCAPE FROM?-

--AND HOW DO I PUT YOU *BACK?*

NO ANSWER, HUH? I GUESS YOU'RE NOT PROGRAMMED FOR *SNAPPY PATTER.*

SPIDER-MAN'S KICK HAS NO EFFECT WHATSOEVER ON THE HURTLING JUGGERNAUT--

YOU'RE MORE THE *SLAUGHTER AND MAYHEM* TYPE!

THAT'S OKAY. I'M IN A KINDA COMBATIVE MOOD *MYSELF.*

LET'S SEE IF YOU'RE AS TOUGH AS YOU *LOOK!*

I MIGHT AS WELL STOP WITH THE *QUIPS.* HE'S NOT *RESPONDING--*

--AND THEY'RE NOT DOING ANYTHING FOR *ME,* EITHER.

USUALLY, THEY HELP ME TO FORGET TO BE *SCARED--* BUT NOT *NOW.*

MARTHA, IS THAT YOU?

MY, MY, MY. A *SHOW,* IS IT?

SPIDER-MAN IS PUTTING ON A *SHOW* FOR ME, TRYING TO REMAIN *ALIVE.*

WHEN THE BEND SINISTER *IS,* IT WILL NOT *MATTER* WHETHER OR NOT HE BREATHES.

THAT WILL BE IN MERE *SECONDS--*

THE LITTLE TWERP SOUNDS *CONVINCED*... AND SOMEHOW, I *BELIEVE* HIM!

THE GLOW FROM THE GEM... PALE-- *DESPAIRING*...

I WISH DOCTOR STRANGE COULD TELL ME WHAT'S GOING ON--

BUT SINCE HE CAN'T--

--I'LL JUST HAVE TO PLAY IT BY EAR!

OHHHH... I CAN'T *WAIT*. JUST A FEW MORE TICKS OF THE CLOCK--

I DON'T KNOW THE NATURE OF THE BATTLE I'M FIGHTING-- ONLY THAT I *MUST* WIN.

I'VE BEEN *IGNORING* ONE OF MY BEST WEAPONS--

--MY *WEBBING!*

IT IS BEGINNING, DOCTOR STRANGE-- THE *BEND SINISTER*... AND AS THE MOONLIGHT TOUCHES THE CRYSTAL--

--YOUR *BODY* WILL BE *RENT* AND YOUR *SOUL* SENT SCREAMING INTO AN ETERNITY OF *TORMENT!*

AS I *HOPED*--! THE ROBOT DEPENDS ON HIS VISION SENSORS... HIS OCULAR UNITS... HIS *EYES*--

--AND MY WEB IS COMPLETELY *COVERING* THEM. HE'S TEMPORARILY *BLIND*--

--BUT I'VE GOT TO FINISH HIM IN A *HURRY*. SOMETHING *UGLY* IS HAPPENING TO STRANGE.

THIS HYPER-ACTIVE C3PO IS CARRING ME *UPWARD*...AWAY FROM WHERE I *SHOULD BE*--!

HAVE TO... TWIST THIS THING'S HEAD AROUND...

...FORCE IT TO *DROP!*

AT LAST! EVERYTHING IS IN ALIGN-MENT! THE CRYSTAL HAS CAPTURED THE BLOOD-COLOR FROM THE *SKY*--

--THE SPIRITS OF THE DANCERS ARE AT A BESTIAL *FRENZY* WHILE THE MUSIC *MOCKS* ANYTHING OF GENTLE-NESS IN THEM, AND THE SKEINS OF POWER VIBRATE IN *HARMONY*--

NOW BE IT *FULFILLED*--! THE *DESTINY* I WAS BORN FOR ...I-- *LUCIUS DILBY*-- COMMAND THE *BEND SIN*--

NO--

--YOU'LL COMMAND *NOTHING!*

I'VE FIGURED OUT HOW TO STEER THIS MONSTER I'M RIDING.

I'VE HEARD ENOUGH OF YOUR RANT TO KNOW THAT YOU'RE DEPENDING ON THAT HUNK OF CRYSTAL--

SHATTERING SUCH A LARGE STONE SHOULD FILL THE NIGHT WITH SOUND --

YET THERE IS ONLY SILENCE AS SPIDER-MAN AND THE MAGIC-SPAWNED MACHINE-MONSTER SMASH IT INTO SHARDS OF EMPTINESS!

THE SILENCE IS FOLLOWED BY A GREAT SIGH, AS THOUGH CREATION ITSELF SHUDDERS IN RELIEF...

...AND THEN IS HEARD A VOICE CALM AS A DREAM OF FOREVER--

YOU HAVE DONE A GREAT WRONG, LUCIUS DILBY. YOU HAVE PRESUMED TO TAMPER WITH THE UNSPEAKABLE.

YOU MUST NOW BE RECKONED WITH.

DURING MY CAPTIVITY, I HAVE HAD TIME TO THINK -- TO DEVISE SPELLS WHICH WILL RENDER YOU *POWERLESS.*

A *JUDGEMENT* SHALL BE PUT UPON YOU.

THE BARRIER YOU ERECT WILL NOT SAVE YOU--

BUT...I *DIDN'T* ERECT A...

...BARRIER?

HELP ME, MAGICIAN. DO NOT LET THEM TAKE M--

SUDDENLY ALONE, DAZZLED BY UNHOLY BRIGHTNESS, AND FLUNG BACKWARD BY A WIND THAT IS NEITHER HOT NOR COLD, DOCTOR STRANGE HEARS A SCREAM--

EEEEEEEEEEEEEEEE!

--AND WILL NEVER BE ABLE TO DOUBT THAT SOME MEN ARE DAMNED...

WHILE IN THE PARK...

I SHOULD'VE BEEN CUT TO *HAMBURGER*...BUT THE GEM FRAGMENTS *VANISHED* AS THEY TOUCHED ME--

WEIRD!

AT LEAST THE *PEOPLE* HAVE RECOVERED--

--WHATEVER WAS POSSESSING THEM IS *GONE.*

GREETINGS, SPIDER-MAN. I COME TO OFFER MY *GRATITUDE.*

DON'T MENTION IT, DOC.

IF I CAN *REPAY* YOU IN ANY WAY--

WELL...THERE *IS* ONE THING--

YES?

EXACTLY WHAT *IS* THE "BEND SINISTER," ANYWAY?

FORGIVE ME. I CANNOT SAY.

IT IS BETTER THAT MANKIND NOT KNOW.

FAREWELL.

HEY... WAIT A *MINUTE*... YOU MEAN TO TELL ME THAT AFTER I'VE FOUGHT *STATUES* AND BEEN BEATEN ON BY *DEMONS*...

...RODE A BUCKING *ROBOT* AND CHASED YOU ALL OVER *TOWN*, YOU'RE NOT EVEN GONNA ANSWER MY *QUESTION*--?

NO, I GUESS HE'S NOT.

SHEEE-EESH!

SKRAKK-K

TALK ABOUT YOUR *INGRATES*--!

I HAVE *HAD* IT! I HAVE HAD THE ENTIRE MISERABLE *ROUTE!* THE *NERVE* OF THAT SLEAZY TRICKSTER!

NEXT TIME HE CAN SEND HIS CRUMMY TELEPATHIC MESSAGES *ELSEWHERE!* I'M *THROUGH* WITH SAVING THE WORLD!

AT THAT INSTANT, ON THE FAR SIDE OF THE EARTH, IN LATVERIA...

A PACKAGE HAS ARRIVED, MASTER--

--FROM NOWHERE. IT APPEARED IN THE TREASURE CHAMBER--

STOP SLAVERING AND GIVE IT TO ME.

FROM DORMAMMU, NO DOUBT...A SOUVENIR OF OUR RECENT, UNFORTUNATE VENTURE.

INDEED. I ALWAYS DID CONSIDER DILBY A RATHER SMALL PERSON--!

HE REALLY SHOULD NOT HAVE DARED TO REBEL AGAINST US--

IF HE HAD NOT, HE MIGHT HAVE ESCAPED PUNISHMENT.

NO MATTER. HE WILL MAKE AN AMUSING ADDITION TO MY COLLECTION.

THE EXPERIMENT IS FINISHED. BUT I AM NOT. I HAVE PLANS...

Then shall evil be renewed, for it is one of two things that will persist until the sun dies, and the eternal cold brings peace...

FIN

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the AMAZING SPIDER-MAN®

HEY, SPIDEY-- THINK YOU'RE THE ONLY WEB-HEAD IN TOWN...?

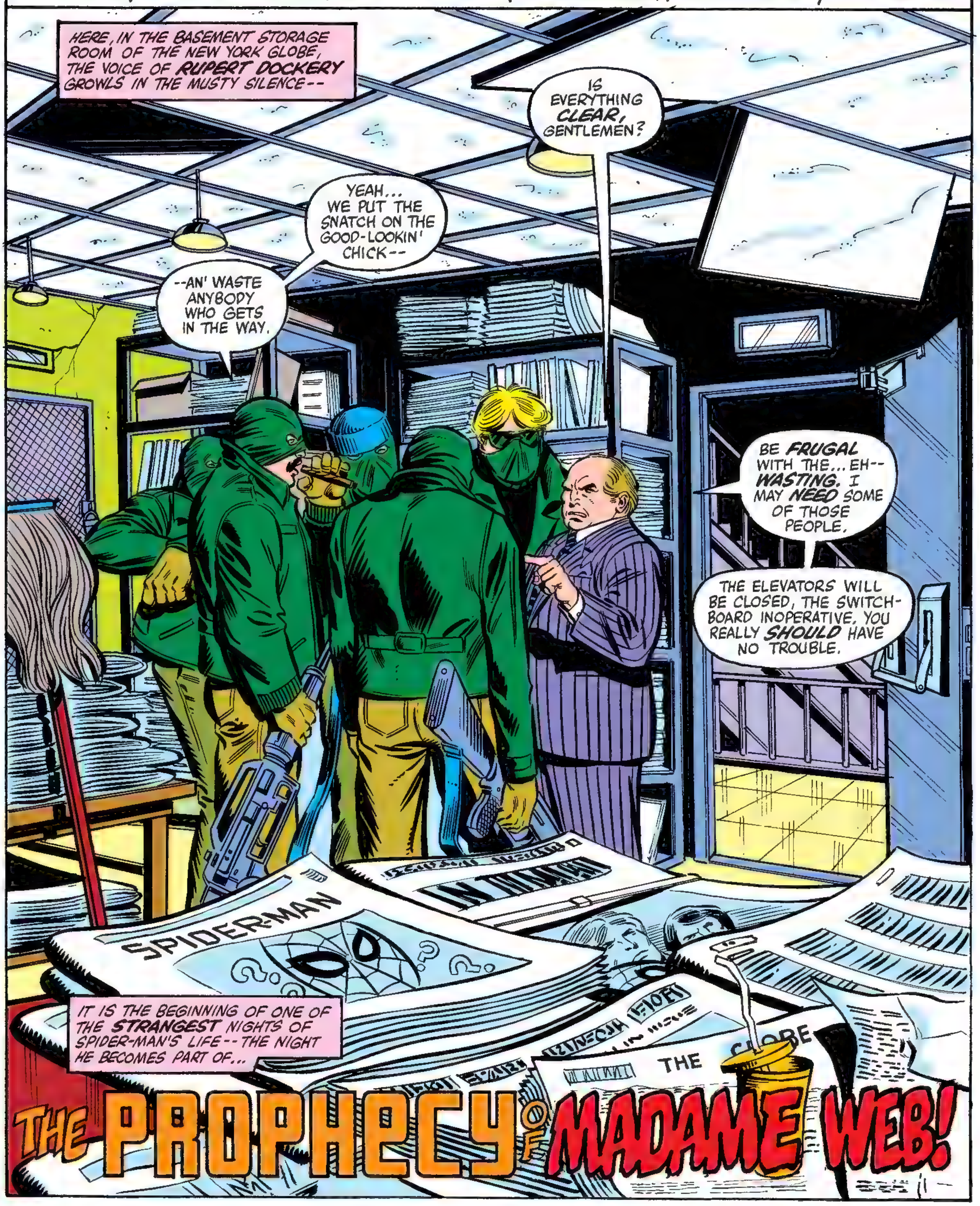
...MEET MADAME WEB!

JR. JR. + AM

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

STORY DENNY O'NEIL / INTRODUCING THE NEWEST ART-TEAM SUPREME JOHN ROMITA, JR. & JOE SINNOTT / LETTERS: J. NOVAK COLORS: B. SHAREN / EDITOR ALLEN MILGROM / ED-IN-CHIEF JIM SHOOTER


HERE, IN THE BASEMENT STORAGE ROOM OF THE NEW YORK GLOBE, THE VOICE OF RUPERT DOCKERY GROWLS IN THE MUSTY SILENCE--
IS EVERYTHING CLEAR, GENTLEMEN?
YEAH... WE PUT THE SNATCH ON THE GOOD-LOOKIN' CHICK--
--AN' WASTE ANYBODY WHO GETS IN THE WAY.
BE FRUGAL WITH THE... EH-- WASTING. I MAY NEED SOME OF THOSE PEOPLE.
THE ELEVATORS WILL BE CLOSED, THE SWITCH-BOARD INOPERATIVE, YOU REALLY SHOULD HAVE NO TROUBLE.
SPIDER-MAN
IT IS THE BEGINNING OF ONE OF THE STRANGEST NIGHTS OF SPIDER-MAN'S LIFE -- THE NIGHT HE BECOMES PART OF...
THE PROPHECY OF MADAME WEB!

BUT AS **PETER PARKER** STROLLS THROUGH CHINATOWN, STRANGENESS IS THE FURTHEST THING FROM HIS MIND...

WELL, ALMOST...

YOU'RE SEEING A **FORTUNE TELLER**, DEBBIE? **YOU**--THE HARD-HEADED, NO-NONSENSE, SUPER-PRACTICAL MS. WHITMAN?

HAI·KWONG·MING CAFE

ONE WAY

SHE'S **NOT** A FORTUNE-TELLER, PETE! SHE'S A **PSYCHIC**--OR TO BE EXACT, A **TEACHER** OF PARA-NORMAL PHENOMONA.

PARANORMAL PHENOMONA? WHEW... YOU'RE LUCKY YOU DIDN'T BREAK YOUR JAW SAYING THAT!

DON'T TEASE ME, PETER--**PLEASE!**

HERE, LET ME SHOW YOU HER CARD.

MADAME WEB

PROFESSION MEDIUM

MADAME WEB, HUH? SORRY, DEB--SHE LOOKS LIKE A GARDEN-VARIETY FRAUD TO ME! I WOULDN'T GIVE HER THE TIME OF DAY!

SPEAKING OF **TIME**... **OUCH!**

I'M SUPPOSED TO ATTEND A MEETING AT THE GLOBE IN PRECISELY **FIVE MINUTES.**

I HATE TO **ABANDON** YOU, BUT--

YOU GO AHEAD, I DON'T MIND.

29¢

IT IS A FULL **TWENTY MINUTES** BEFORE PETER PARKER REACHES THE OFFICES OF THE CITY'S FOURTH DAILY NEWSPAPER ON MANHATTAN'S UPPER EAST SIDE...

BLASTED ELEVATORS--

--THEY'RE LIKE POLICE-- NEVER THERE WHEN YOU ***NEED*** ONE.

DON'T WASTE YOUR ENERGY, SONNY--

--WORD CAME DOWN FROM ON HIGH THAT ***NOBODY*** GOES TO THE EDITORIAL DEPARTMENT BEFORE FIVE O'CLOCK.

THAT'S JUST ***GREAT.*** HOW DO THEY EXPECT US TO GET THERE-- CLIMB UP THE ***WALLS?***

ACTUALLY, THAT'S WHAT I'M GONNA DO.

EXIT

I ALWAYS FEEL SO CLICHÉ, GOING INTO AN EMPTY STORE ROOM TO CHANGE CLOTHES, THOUGH--

BUT BEING ***SPIDER-MAN*** ISN'T A JOB FOR THE EASILY ***EMBARRASSED***--

--AND IT *DOES* HAVE ITS COMPENSATIONS.

I'LL HOP UP TO THE FOURTEENTH FLOOR AS EASILY AS *OTHER* PEOPLE CROSS THE STREET.

LET THE DIPPY ELEVATORS BE STUCK. *I* DON'T CARE!

WHILE, ABOVE...

LADIES AND GENTLEMEN, IT'S MY PLEASURE TO INTRODUCE THE *PUBLISHER* OF OUR FINE NEWSPAPER... MS. *K.J. CLAYTON.*

I *REALIZE* I'VE BEEN A BIT OF A *MYSTERY WOMAN* ALL THESE MONTHS-- AND FOR THAT I APOLOGIZE.

THE REASON I'VE COME NOW IS TO TURN OVER THE *GLOBE* TO MISTER DOCKERY.

FREEZE, EVERYBODY!

WHY... WHAT IS THE *MEANING* OF THIS *OUTRAGEOUS* INTRUSION?

BUTTON IT, FATSO.

ANYBODY FEELS LIKE PLAYIN' THE HERO... *SWELL!* WE GOT *LOTS* OF BULLETS!

L-LET ME GO--!

BUT WE ONLY *MET!*

NAW... YOU'RE COMIN' WITH *US*, CUTIE!

AS FOR THE REST OF YA... YA BETTER NOT TWITCH AN EYEBROW!

DOES THAT INCLUDE *ME*, CHUCKLES--?

--I MEAN, I DON'T *HAVE* EYEBROWS... AT LEAST NONE YOU CAN *SEE!*

MAYBE I CAN NOT TWITCH MY *WEBBING?*

SPIDER-MAN!

HOW'D *HE* GET HERE?

WHO *CARES?* WE GOT OUR *ORDERS*--

WASTE 'IM!

WHAT YOU ARE PRESENTLY VIEWING, FRIENDS, IS A DEMONSTRATION OF *SPIDER SPEED!*

LOOK *IMPRESSED*, NOW.

NEXT I SHALL DEMONSTRATE *EGREGIOUS BELLICOSITY*--

--ALSO KNOWN AS ROTTEN TEMPER!

I'LL GO GET *HELP!*

NO! STAY HERE! THIS IS NEWS, MAN!

WHOOPS -- LOOKS LIKE I'VE *GOT* YOU --

--JUST WHERE YOU *WANT* ME!

HEY... BUT THE ODDS ARE ONLY *FOUR-TO-ONE!*

I'VE GOT YOU OUT-NUMBERED!

NOT *ANSWERING*, HUH? I REALLY WISH YOU *WOULD*--

--I'M GETTING *TIRED* OF THE SOUND OF MY OWN CRACKLING WIT.

THAT'S THE *TROUBLE* WITH THE NEW BREED OF VILLAINS -- NO COMMUNICATION!

WHY, DR. OCTOPUS AND I USED TO DISCUSS *ART, PHILOSOPHY,* AND EVEN *POLITICS* WHILE WE WERE BASHING EACH OTHER TO HAMBURGER.

BROKE THE *MONOTONY.*

OKAY, I CAN TAKE A HINT! IF YOU DON'T WANNA TALK, I CAN'T *FORCE* YOU!

BUT YOU SURE MAKE LIFE *DULL* FOR A FRIENDLY, NEIGHBOR-HOOD SPIDER-MAN.

LET ME GO--

AH... THE *REASON* FOR THIS ACTION, AN OLD-FASHIONED *KIDNAPPING!*

OOO

DULLARD! THEY'RE ESCAPING WITH MS. *CLAYTON!*

PURSUE THEM!

I'M ON MY *WAY*--

OOOPS!

DOCKERY WINS FIRST PRIZE FOR *CLUMSINESS!* HE LURCHED RIGHT IN FRONT OF ME!

INCOMPETENT TWIT!

CALL ME ANYTHING YOU WANT, JUST DON'T CALL ME LATE FOR DINNER!

IT'S AN OLD JOKE, BUT THAT LOUDMOUTH CIRCULATION MANAGER DOESN'T *DESERVE* ANY BETTER.

THE BADDIES WERE HEADING FOR THIS *FREIGHT ELEVATOR* AT THE REAR OF THE BUILDING.

NUTS! THEY BEAT ME BY A *SECOND!* DOCKERY DELAYED ME JUST LONG *ENOUGH.*

AND THERE ARE NO *WINDOWS* TO JUMP OUT OF, EITHER.

SOME DAYS IT DOESN'T PAY TO *TRY--*

HUH--? A PIECE OF PAPER... AND IT'S *NOT* A LEFTOVER SCRAP OF THE *GLOBE.*

WHICH MEANS THE *KIDNAPPERS* MAY HAVE DROPPED IT.

I BELIEVE THIS IS KNOWN AS... A *CLUE.*

WELL, *WE-L-L-L.* THE LONG ARM OF COINCIDENCE REACHES OUT AND TWEAKS MY *NOSE.*

MADAME WEB... THAT PHONEY *DEBRA* WAS EXCITED ABOUT.

SOON...

I REALIZE NONE OF THIS IS REALLY MY *BUSINESS*, BUT I FEEL RESPONSIBLE FOR LETTING THE HOODS ESCAPE WITH K.J. CLAYTON.

SO THE NEXT STOP IS--

--MADAME WEB'S APARTMENT.

CHANCES ARE A THOUSAND-TO-ONE THAT SHE'S INNOCENT AS *ICE CREAM*-- BUT SHE'S THE ONLY LEAD I *HAVE!*

I WON'T BOTHER HAVING THE DOORMAN *ANNOUNCE* ME! I'D RATHER POP IN AND GIVE HER A LITTLE--

--SURPRISE!

A LOW, ALMOST INAUDIBLE HUM OF MACHINERY... A SMELL OF OZONE AND DISINFECTANT AND AGE... AND A VOICE THAT CRACKLES LIKE ANCIENT PARCHMENT...

YOU MIGHT AS WELL COME ALL THE WAY IN, YOUNG MAN.

YOU... YOU'RE MADAME WEB?

YOU ARE MUCH TOO BRIGHT TO BE ASKING SUCH STUPID QUESTIONS.

WHEW! AND I THOUGHT I HAD CORNERED THE MARKET ON SPIDER-MOTIFS!

OKAY, I'LL ASK A SMART QUESTION. WHAT IS ALL THIS ...STUFF?

AN ELABORATE LIFE-SUPPORT SYSTEM THAT KEEPS MY BLOOD MOVING, MY LUNGS BREATHING, THE ELECTRICITY COURSING THROUGH MY BRAIN.

IT WAS DESIGNED BY MY LATE HUSBAND-- HIS FINAL GIFT--AND WITHOUT IT I WOULD BE DEAD IN A MINUTE!

THAT WOULD BE SMALL CAUSE FOR MOURNING, BUT PERHAPS THE WORLD WOULD BE POORER FOR THE LOSS OF MY GIFTS.

GIFTS?

I CAN TOUCH THE HIDDEN CORDS OF CREATION--

--THESE BLIND EYES CAN SEE BEYOND NORMAL SIGHT, IN SHORT, I AM CLAIRVOYANT--A SOOTH-SAYER, A PSYCHIC, A WITCH IF YOU WILL.

FURTHERMORE, I AM ABLE TO NURTURE THESE POWERS IN OTHERS!

NOT EVERYONE, OF COURSE-- ONLY THOSE WITH NATURAL ABILITY.

HOW RELIABLE IS YOUR SECOND-SIGHT?

I CAN GUARANTEE *NOTHING!* PARANORMAL ABILITIES ARE SUBJECT TO MANY OUTSIDE INFLUENCES--

SOUNDS LIKE A TYPICAL *COP-OUT!* BUT WHAT THE HECK--

I HAVE AN *OBJECT,* MADAME WEB.

CAN YOU *TELL* ME ANYTHING ABOUT IT?

THE AURA... *FAMILIAR*... BELONGS TO MY NEWEST *STUDENT*-- *BELINDA BELL.*

SHE IS A MODEL AND AN ACTRESS AND--

--BUT THAT IS NOT *IMPORTANT!*

NO... NOT STRESS... *DANGER!*

GREAT *PERIL* THAT BELINDA IS NOT *AWARE* OF-- PERIL CAUSED BY BELINDA *HERSELF*...

... BECAUSE SHE COOPERATED IN *DECEIT*... A *LIE*... INVOLVING A *SECOND* WOMAN...

... A WEALTHY AND *POWERFUL* WOMAN NAMED... *KATRINKA*... *JANICE*... *CLAYTON*...

BELINDA HAS HANDLED THIS *RECENTLY*-- IN A MOMENT OF *STRESS*...

BELINDA IS CONNECTED TO THIS CLAYTON ... BY *GREED!* SHE REALIZES SHE HAS DONE *WRONG...*

... AND SHE BEGINS TO FEEL *FEAR!*

FIND BELINDA AND YOU FIND THE ONE YOU *SEEK!* BUT I CANNOT TELL *WHERE*... WHERE SHE IS...

YOU *GOTTA,* LADY.

I'M NOT SURE I *UNDERSTAND* YOU--I'M NOT SURE ANYONE *COULD*-- BUT IT SEEMS YOU'RE SAYING K.J. CLAYTON'S IN THE *SOUP!*

BUT *WHERE--?*

TRAINS... RAILROAD TRAINS... IN A GREAT JUMBLE--AS THOUGH IN AN ACCIDENT...

NOW... THE VISION FADES--

THAT'S *IT?* THAT'S ALL YOU'RE GONNA *SAY?*

AS I *TOLD* YOU, I AM NOT WITHOUT *LIMITS.*

I URGE YOU... *HURRY.* FOR OF THIS I AM CERTAIN -- UNLESS YOU LOCATE BELINDA, BOTH SHE AND THE CLAYTON WOMAN WILL *DIE!*

I DON'T KNOW *WHY* I BELIEVE HER, BUT SURE AS CANARIES SING, I *DO!*

MEANWHILE, AT A TOY STORE IN LOWER MANHATTAN...

I DON'T UNDERSTAND. I'VE DONE EVERYTHING YOU ASKED--EVERYTHING YOU *PAID* ME TO DO--

HICKORY DOCKERY TOYS

HICKORY DOCKERY

--WHY ARE YOU HOLDING ME *PRISONER?*

IT AIN'T 'CAUSE WE GOT ANY COMPLAINTS, BELINDA, BABY.

LIONEL

YOU'RE SOME ACTRESS! YOU ALMOST HAD ME BELIEVIN' YOU WAS K.J. CLAYTON.

THEN CUT ME LOOSE... *PLEASE.*

NO CHANCE. MY ORDERS ARE TO HOLD YOU TILL I GET WORD FROM THE GUY WHO'S BANKROLLIN' THIS OPERATION.

WORD?! WHAT *KIND* OF WORD?

DON'T LOOK SO WORRIED! HE *MIGHT* SAY TO LET YOU GO.

AND HE MIGHT... NOT?

WE DON'T REALLY WANNA *THINK* ABOUT THAT, DO WE?

AND, FOUR MILES UPTOWN AT THE PENTHOUSE SUITE OF THE GLOBE...

YOU WANT TO... TO KILL ME? BUT... I TRUSTED YOU!

INDEED YOU DID, DEAR LADY-- AND A GRAVE, GRAVE ERROR IT WAS.

WHAT DO YOU HOPE TO GAIN BY MY MURDER?

THIS NEWSPAPER, MISS CLAYTON. THE WHOLE STAFF HEARD THE WOMAN WHO WAS IMPERSONATING YOU GIVE ME CONTROL.

AS FAR AS ANYONE KNOWS, SHE IS YOU.

TONIGHT SHE WILL BE FOUND DEAD AND THE GLOBE WILL BE MINE.

VANITY WAS YOUR UNDOING, MISS CLAYTON. YOU WERE ASHAMED OF BEING OLD AND... AH-- UNATTRACTIVE.

YOU HEEDED MY SUGGESTION THAT YOU HIRE BELINDA BELL TO APPEAR IN YOUR PLACE--

--AND THUS YOU ENABLED ME TO IMPLEMENT MY PLAN.

I AM GRATEFUL.

HEH, HEH, HEH... RUN IF YOU LIKE! THE DOORS ARE LOCKED, THE ELEVATORS WITHOUT POWER.

NO ONE IS NEAR TO HEAR YOU CRY FOR HELP.

I HAVE A CALL TO MAKE--AND THEN I SHALL ATTEND TO YOU PERSONALLY.

DESPITE SPIDER-MAN'S *MEDDLING*, ALL IS GOING ACCORDING TO SCHEDULE.

THERE'S NO NEED TO KEEP THE *ACTRESS* ANY LONGER. YOU MAY...*DISPOSE* OF HER.

DO BE EFFICIENT WON'T YOU?

YEAH, SHE'LL VANISH WITHOUT A *TRACE--FOREVER.* SEEMS A SHAME, THOUGH. SHE'S A NICE CHICK.

DO YOU *PRACTICE* BEING SO TENDER-HEARTED--

--OR IS IT A *NATURAL INCLINATION?*

S-KREESH

SPIDER-MAN!

I CAN'T GET A CLEAR *SHOT--!*

TSK, TSK! THAT *IS* A SHAME!

AREN'T YOU GONNA ASK ME HOW I *FOUND* YOU?

NO? I'LL TELL YOU ***ANYWAY.***

I GOT A HOT TIP YOU WERE HOLED UP NEAR A BUNCH OF ***TRAINS.***

AFTER I ELIMINATED ***PENN STATION*** AND ***GRAND CENTRAL***, I REALIZED THEY DIDN'T HAVE TO BE ***REAL*** CHOO-CHOOS.

THESE ***TOY*** JOBBIES FILL THE BILL JUST AS WELL.

THEN I CHECKED AND FOUND OUT ***THIS*** MODEL RAILROAD SHOP IS OWNED BY A CERTAIN MISTER ***DOCKERY--***

--AND HERE I ***AM.***

YOU'RE NOT ***APPLAUDING***, GUYS. TOO BUSY COUNTING YOUR ***BRUISES?***

KA-RAA-AK

YOU'VE STOPPED FIRING AT ME. I'M ***DISAPPOINTED.*** BACK AT THE ***GLOBE***, YOU WASTED ENOUGH AMMUNITION TO WIN A ***WAR.***

NOT SURE OF YOUR ***MARKSMANSHIP?*** OKAY, YOU CAN COME ***CLOSER.***

I'LL WAIT--I ***PROMISE.***

THAT'S RIGHT, FELLAS... ONE MORE STEP.

FWIP

FWIPP

SMART-MOUTH *PUNK!* NOW WE'LL--

HEY,.. WHAT'S HE DOIN' WITH THEM *WEBS?*

CLOSING THE *BOOK* ON YOU--

--SO TO SPEAK.

WE MEET *AGAIN*, MS. BELL! WE DIDN'T HAVE TIME TO *CHAT* EARLIER -- WHEN YOU WERE IMPERSONATING *K.J. CLAYTON!*

DON'T BOTHER WITH *ME!* THAT AWFUL DOCKERY IS GOING TO *KILL* THE REAL K.J. CLAYTON!

SOON...

SO MY IMPRESSION OF DOCKERY WAS ON TARGET -- HE *IS* THE SCUM OF THE EARTH!

MS. BELL TELLS ME HE'S AT THE GLOBE BUILDING, ABOUT TO OFF THE *REAL* K.J. CLAYTON!

HOPE I'M NOT TOO LATE!

AS SPIDEY APPROACHES THE GLOBE...

A TRAGIC ACCIDENT IS OCCURING, MADAM. WITHIN MINUTES, THERE WILL BE NOTHING LEFT BUT ASHES--

--AND THE CHARRED REMAINS OF A HAG!

THE GLOBE WILL, OF COURSE, HAVE EXCLUSIVE COVERAGE.

OUTSIDE...

A WOMAN'S VOICE...AND I CAN GUESS WHICH WOMAN.

SHE'S TRAPPED--!

HELP!

THE CAVALRY'S ARRIVED, MS. CLAYTON.

CLOSE YOUR EYES AND THINK NICE THOUGHTS--I'LL HAVE YOU OUT IN THE PROVERBIAL JIFFY!

SHE'S FAINTED-- JUST AS WELL!

DOWN THERE ON THE STREET-- THE BRAINS BEHIND THIS SLIMY CAPER!

WHERE YOU OFF TO IN SUCH A HURRY, OL' BUDDY? SOMEBODY HOLDING A *NASTY* CONTEST?

SPIDER-MAN... AND CLAYTON! I-IT'S NOT POSSIBLE!

DOCK

DON'T BET THE *RENT* ON IT!

YOU WON'T GET *ME*--

--YOU CAN'T OUTRUN MY *VEHICLE!*

I WON'T *HAVE* TO... 'CAUSE CARS DON'T *GO*--

--WITH THE... TIRES... UP... IN THE... AIR--

Cadillac

DOCK

SMMM

AS LONG AS I'M IN A *TRASHING* MOOD, THERE'S NO SENSE STOPPING WITH THE WHEELS.

C'MON *OUT*, DOCKERY.

I CAN SEE THE HEADLINE NOW: '*SPIDER-MAN ANNIHILATES* SENSATIONALISTIC NEWSPAPER MAGNATE!'

UNLESS YOU'D LIKE TO TALK TO ME ABOUT ATTEMPTED *MURDER!*

I *WILL*... I'LL TALK TO *ANYBODY!*

LATER, AT PETER PARKER'S CHELSEA APARTMENT--

ACCORDING TO THE *TIMES* DOCKERY CONFESSED *EVERYTHING*--INCLUDING A FEW STUNTS HE PULLED IN *LOS ANGELES.* *

MS. CLAYTON HAS DECIDED TO RETIRE AND *THE GLOBE* HAS SUSPENDED PUBLICATION.

ALL'S WELL THAT ENDS WELL--

* SEE SPIDER-WOMAN # 25-30 --AL.

-- EXCEPT FOR *ME.*

WITHOUT THE GLOBE, I'VE GOT NO SOURCE OF INCOME.

LOTS OF DEBTS... NO JOB. *SENSATIONAL!*

MAYBE I COULD GET *UNEMPLOYMENT*... OR A *LOAN*...

THE *PHONE--!* PROBABLY *MORE* BAD NEWS.

R-RINGG

CONGRATULATIONS ON YOUR *SUCCESS*, MISTER PARKER --OR SHOULD I SAY *SPIDER-MAN!*

DO NOT BE ALARMED. MY POWERS REVEALED YOUR IDENTITY TO ME--

--BUT I WILL PROTECT YOUR SECRET.

ONLY THIS: DO NOT WORRY ABOUT YOUR PRESENT FINANCIAL SITUATION. IT WILL BE RESOLVED--NOT PRECISELY AS YOU WOULD *WISH*, PERHAPS...

...BUT EVEN AS WE *SPEAK*, YOUR NAME IS BEING MENTIONED BY ONE WHO WOULD EMPLOY YOU.

ER-- SWELL... I GUESS.

ANYTHING *ELSE* ON YOUR MIND, MADAME WEB?

TYPICAL! I WANNA MAKE THE KID A PROPOSITION-- HIS LINE IS BUSY!

WELL, I'LL KEEP TRYING UNTIL I GET *THROUGH* TO HIM--

--AS SURE AS HIS NAME IS *PETER PARKER!*

HIS NAME IS J. JONAH JAMESON, PUBLISHER OF THE ***DAILY BUGLE*** --AND THIS IS A BEGINNING...

50¢ CC

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the AMAZING SPIDER-MAN®

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NO ONE MAY ATTACK THE *SUB-MARINER'S* UNDERWATER KINGDOM-- NOT EVEN YOU, SPIDER-MAN!

J.R. JR. + Milgrom

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

TURBULENCE: THE CHILLY WATERS OFF THE COAST OF NEW YORK ROIL AS THE MIGHTY SUB-MARINER, PRINCE OF ATLANTIS, VENTS HIS IMPERIAL FURY...

ONCE MORE, YOU DEFY ME!

AGAIN AND AGAIN, I HAVE WARNED YOU--I WILL NOT TOLERATE MY DOMAIN BEING INVADED BY YOUR INSANITY!

U.S. NAVY

IF IT IS WAR YOU WANT, WAR YOU SHALL HAVE!

IMPERIUS REX!

AND SPIDER-MAN HAS NO WAY OF KNOWING THAT SOON THIS WILL BE HIS PROBLEM!

THE SPIDER AND THE SEA-SCOURGE!

YET THESE ARE MERE *PAWNS!*

THEY ARE NOT DESERVING OF DEATH!

I WILL GRANT THEM *SURVIVAL*--

--FOR *MERCY* MUST ALWAYS BE THE COMPANION OF *JUSTICE!*

BUT I SHALL NOT BE MERCIFUL A *SECOND* TIME. LET THE SEA BE VIOLATED AND *ALL* THE TRANSGRESSORS SHALL PERISH

H-HE LET US LIVE.

AT LEAST WE KNOW WHO'S BEEN WRECKIN' THE EXPERIMENTAL POWER GENERATORS-- THE SUB-MARINER!

YEAH... I'M GONNA REPORT IT TO THE AUTHORITIES-- AND THEN I'M GONNA *RETIRE!*

MEANWHILE, IN NEW YORK CITY'S CHELSEA AREA...

MAXINE, MAXINE, OF LOVE AND BEW-TEE YOU ARE THE QUEEN

YOU OUGHTTA BE THE STAR OF A ♫ MOVIE SCENE ♫.

AP-*PALLING!* THAT IS ABSOLUTELY THE *WORST* SINGING I HAVE EVER HEARD!

MY NEW NEIGHBOR HAS BEEN CATERWAULING FOR *HOURS*--

--AND I HAVE AN EIGHT O'CLOCK *EXAM.*

HEY... *FELLA!* DON'T YOU KNOW IT'S THREE IN THE *MORNING?*

WHY, *NO*, AH DON'T, BUT THANKS A HEAP FOR THE *INFO*, PARD.

I CAN'T DO ANYTHING ABOUT THE LOST *SNOOZE* TIME--

--BUT MAYBE A LITTLE *WEB-SWINGING* WILL CALM ME.

I GIVE UP. I'LL *NEVER* GET TO SLEEP-- AND MY NERVES ARE SCREECHING LIKE HIS SO-CALLED *MUSIC.*

NOW, WHERE'D I HIDE THAT NEW *COSTUME?*

DID I STICK IT IN THE *CLOSET*?

I'M SO PUNCHY FROM LACK OF *SLEEP*, PLUS PREPARING MY *CLASSES*--

--WORRYING ABOUT THE NEW TERM AND AUNT MAY'S ILLNESS... I'M LUCKY I KNOW MY *NAME* --*EITHER* OF MY NAMES-- MUCH LESS WHERE I HID MY SPIDEY SUIT...

AH... HERE IT IS--

ALL SET FOR SOME HIGH-QUALITY SKYLINE SKIMMING! IN AN HOUR I OUGHTTA BE TIRED ENOUGH TO CRASH...

HMMM! SOMETHING DOESN'T *FEEL* RIGHT...

SHEESH

SOON...

I'LL BET THINGS LIKE THAT NEVER HAPPEN TO *DAREDEVIL!*

IF THERE WERE A COURSE ON HOW TO BE A SUPER HERO, I'D *TAKE* IT!

THE NEXT QUESTION IS--

--WHERE THE HECK AM I *GOING*?

I FEEL LIKE A *DOPE* SWINGING AROUND FOR NO *REASON!*

YET I DON'T WANT TO *LOOK* FOR TROUBLE--

--ONLY CREEPS AND LOSERS GO OUT *LOOKING* FOR HASSLES!

HOW DOES A FRIENDLY, NEIGHBORHOOD SPIDER-MAN BEHAVE CONSTRUCTIVELY AT THREE IN THE A.M.?

I KNOW! I'LL LOOK IN ON DEBBIE WHITMAN'S *UNCLE*-- AS I *PROMISED* I WOULD BEFORE I GOT INVOLVED WITH *KRAVEN!**

*SEE SPIDER-MAN #209--AL.

OF COURSE, I CAN'T EXPECT HE'LL BE *UP*--

DON'T GIVE US NONE'A YER GUFF, WHITMAN.

HEY, HE *IS* AWAKE-- AND HAVING A PARTY.

CAN'T YOU MEN *UNDER-STAND?*

--I MUST *INSIST* YOU HONOR YOUR CONTRACT. I DON'T *WANT* TO RISK YOUR LIVES--EVERY PRECAUTION HAS BEEN TAKEN--

--BUT THAT SHIP MUST LEAVE ON SCHEDULE-- AND YOU MUST BE ITS CREW!

IF I HAVE TO GET THE *POLICE* IN ON THIS...

THWAM!

YOU *THREATENIN'* US, YA OLD SCAB?

I AIN'T *TAKIN'* YER THREAT--AND I AIN'T *YAPPIN'* ANY MORE, EITHER!

NAUGHTY... *NAW-TEE!* DIDN'T YOUR MAMA TELL YOU NOT TO PICK ON PEOPLE *SMALLER* THAN YOU?

EH--?

YOU *CAN* PICK ON ME, THOUGH! I'M NOT AS BIG AS YOU, BUT SPIDER-MEN ARE *FAIR GAME*--

--ASK ANY VILLAIN IN TOWN!

BRINE

KWUMP

MY, MY-- NOBODY'S EVER PICKED ON ME *THIS* WAY, BEFORE!

ARE YOU OKAY, PAL?

UH OH! SPIDEY SENSE TINGLING--BUT WHAT--?

CRASH!

URRK!

BRINE

GAH-YICK!

THIS IS THE MOST AWFUL GUNK I'VE EVER SMELLED--

--AND IT ITCHES LIKE CRAZY!

OUTSIDE--

LET'S BEAT FEET!

YEAH... I DIN'T SIGN ON TO TRADE DUKES WITH NO SPIDER-MAN!

YOU OKAY, MISTER WHITMAN?

SURE, SURE... PHYSICALLY I'M ALL RIGHT! BUT IN OTHER WAYS--

THOSE GUYS ARE MY CREW! THEY'RE REFUSING TO REPORT TO DUTY BECAUSE... BECAUSE OF SOME TROUBLE WE HAD!

I KNOW IT'S A LOT TO ASK, BUT I'M DESPERATE! CAN YOU HELP?

--BUT IT'S NOT MY KIND OF PROBLEM! YOU'RE TALKING DEEP BLUE SEA AND I'M STRICTLY A CITY BOY!

GOOD LUCK --AND GOOD-BYE!

LISTEN, I GOT A CONTRACT WITH THE GOVERNMENT TO DELIVER A SCIENTIST--ALONG WITH A NEW EXPERIMENTAL POWER GENERATOR TO A CERTAIN PLACE IN THE OCEAN!

GO ON.

SORRY--

MEANWHILE, IN THE COOL TWILIGHT OF THE OCEAN FLOOR, AT THE FABULOUS, SUNKEN KINGDOM OF ATLANTIS--

HEAR ME, GOOD CITIZENS --HEAR YOUR RULER!

HEED THE WORDS OF PRINCE NAMOR!

THE SURFACE PEOPLE ONCE AGAIN IMPOSE UPON US THEIR FOLLY! THE EXPERIMENTS THEY PERFORM WOULD CAUSE VAST DISTURBANCES IN THE OCEAN CURRENTS -- AND ENDANGER OUR VERY CIVILIZATION?

IS NOT OUR PATIENCE AT AN END?

ARE WE NOT PREPARED TO FIGHT FOR THE PEACE WHICH IS RIGHTFULLY OURS?

BROTHERS AND SISTERS, I ASK YOU --

--IS NOT THIS CAUSE FOR WAR?

THE ROAR OF ASSENT IS DEAFENING--

--AND PROUD!

AT NOON THE FOLLOWING DAY, THE CAMPUS OF **EMPIRE STATE UNIVERSITY** IS HOT, BUSY--

--AND FOR A CERTAIN GRAD STUDENT, AWFULLY **UNCOMFORTABLE...**

WHAT'S THE **MATTER**, PETEY? YOU **SCRATCHING** YOURSELF --OR IS THAT A BOOKWORM'S VERSION OF **CALISTHEN-ICS?**

VERY FUNNY! LOOK, FRIEND, BENNY HILL YOU'RE **NOT!**

SLOP FROM THE BARREL WOULDN'T WASH OUT OF MY COSTUME -- OR MY **SKIN!**

FEELS LIKE A HERD OF **ANTS** ARE PLAYING TAG UNDER MY CLOTHES --

--DRIVING ME **NUTS!**

HELLO, PETER!

HEY, IT'S THE EVER-CHARMING MS. **WHITMAN!**

HI, DEBBIE. WHY THE **GLUMNESS?**

I'M WORRIED ABOUT MY **UNCLE!** HE'S DECIDED TO CAPTAIN ONE OF HIS SHIPS -- TO FULFILL A **CONTRACT!**

HE SAYS HE CAN'T GET ANYONE **ELSE** TO DO IT, AND UNLESS THE SHIP GOES OUT, HE'LL LOSE **EVERYTHING!**

HE'S **OLD**--AND HE HAS A BAD **HEART!** I'M AFRAID THAT HE... HE'LL **HARM** HIMSELF!

PETER, I FEEL SO **HELPLESS**-- AND SO **SCARED!**

NO POINT IN BRINGING *YOU* DOWN WITH MY TROUBLES. SEE YOU, PETER.

IF THERE'S ANYTHING I CAN DO, JUST *HOLLER!*

WHO'M I *KIDDIN'?* SHE *HAS* HOLLERED --OR HER *UNCLE* HAS.

I WOULDN'T *LISTEN.* BUT DARN IT--I WAS *RIGHT* NOT TO.

WHEN I ORIGINALLY OFFERED TO HELP, I DIDN'T REALIZE WHAT IT WOULD *INVOLVE.*

I CAN'T DISRUPT MY LIFE ON THE CHANCE THAT I *MIGHT* DO SOME GOOD.

SO WHY AM I FEELING *GUILTY?* I DON'T NEED THIS!

MAYBE A VISIT WITH *AUNT MAY* WILL CHEER ME UP--

--OR AT LEAST HELP ME FORGET THIS BLASTED *ITCH!*

AN HOUR LATER, AT THE RESTWELL NURSING HOME...

IT'S EASY AND *FUN,* TOO--

--YOU JUST PUSH THE DOOHICKEY WITH THE THINGAMAJIG INTO THE NUMBERED WHATCHAMACALLITS.

AND THAT'S SHUFFLEBOARD, CLEAR?

CLEAR AS ICE, MRS. PARKER!

WHAT THE YOUNG PEOPLE CALL "*COOL*", MR. PERLMAN?

THAT'S A LITTLE JOKE.

I NEVER KNEW YOU WERE A *COMEDIENNE,* AUNT MAY.

PETER! HOW NICE OF YOU TO VISIT.

MY PLEASURE, LADY. BUT SHOULDN'T YOU BE IN YOUR ROOM?

I HEARD YOU WERE A BIT UNDER THE WEATHER.

WELL... PERHAPS A TRIFLE. BUT SOMEONE HAS TO BE IN CHARGE OF THE RECREATION HOUR--

--AND I HAPPEN TO BE THE BEST QUALIFIED!

I FEEL THAT UNLESS I DO WHAT I'M CAPABLE OF DOING, I'M NOT BEING TRUE TO EITHER OTHERS--

--OR MYSELF!

BUT YOU'RE NOT INTERESTED IN AN OLD LADY'S SILLY CHATTERING--

DON'T YOU BELIEVE IT!

SOON--

SOMETIMES I THINK THAT WOMAN HAS MORE WISDOM THAN A REGIMENT OF PROFESSORS.

YOU'VE ANSWERED A BIG QUESTION FOR ME-- WHETHER YOU REALIZE IT OR NOT.

TAKE CARE, AUNT MAY.

DON'T FORGET TO EAT A NOURISHING BREAKFAST, DEAR.

"...UNLESS I DO WHAT I'M CAPABLE OF DOING, I'M NOT BEING TRUE EITHER TO OTHERS OR MYSELF," SHE SAID.

I DON'T KNOW IF I CAN HELP DEBBIE'S UNCLE--

-- BUT I CAN SURE AS HECK GIVE IT MY BEST *SHOT!*

I GOTTA REMEMBER TO THANK AUNT MAY FOR BEING MY *CONSCIENCE--*

--FOR REMINDING ME THAT WITH GREAT *POWER* COMES GREAT *RESPONSIBILITY.*

THERE'S WHITMAN'S *SHIP--*

--AND IT SOUNDS LIKE SOMEBODY ISN'T *ADMIRING* DEB'S UNCLE-- *LOUDLY!*

YER A SCAVENGIN' CHEAPSKATE, WHITMAN!

ASKIN' US TO RISK OUR NECKS AN' YOU AIN'T WILLIN' TO PAY A *BONUS?*

WHAT A PILE!

I *CAN'T* PAY BONUSES--

--I HAVE BARELY ENOUGH TO MEET THE *REGULAR* PAYROLL!

THEN YOU CAN TAKE YOUR JOB AND SHOVE IT--

WATCH THE *LANGUAGE,* FELLAS--

-- CAUSE I SHOCK *EASY!*

SOMEBODY INVITE *HIM?*

FORGET THESE LOSERS, MR. WHITMAN! WE CAN RUN THE OPERATION OURSELVES! AND I WON'T EVEN ASK FOR A SALARY, MUCH LESS BLOOD MONEY!

FRINDIIRIS

YOU WANT THESE CRATES LOADED, NO PROBLEM.

SHEESH! I'M REALLY PLAYING IT BY EAR! I'M NOT EVEN SURE WHAT SORT OF BLUFF I'M RUNNING--

--BUT I CAN'T BACK OUT NOW!

WHERE YOU WANT 'EM, CAPTAIN SIR?

WE GONNA LET 'IM DO THAT?

NO CHANCE!

STEP ASIDE, WHITMAN!

PLEASE... NO MORE VIOLENCE!

SET THAT DOWN!

WE WANNA TALK!

YOU GOT GUTS... AN' WE ADMIRE GUTS. SO WE'RE GONNA SHIP OUT WITH YOU-- JUST TO SEE IF YER BODY CAN CASH THE CHECK YER MOUTH IS WRITING.

BLOW ME DOWN, MATEY.

WITHIN THE HOUR, THE FREIGHTER CHURNS OUT INTO THE HARBOR--

I HAVE A CONFESSION, SPIDER-MAN, I KNOW WHO'S BEEN CAUSING THE TROUBLE--

--THE SUB-MARINER! A COUPLE OF MY MEN ACTUALLY SAW HIM!

I DIDN'T NOTIFY THE AUTHORITIES BECAUSE I WAS AFRAID THEY'D CANCEL THE CONTRACT...AND I'D BE BROKE!

NOT TOO SMART! THE GOVERNMENT WOULD'VE SUPPLIED PROTECTION--WHICH WE COULD USE!

SUDDENLY--

BREEP-BREEP-B

THE ALARM--!

FUN TIME'S BEGUN!

IT HAS, INDEED...

ONCE AGAIN YOU DARE DEFY MY WILL?! AND NOT WITH A MIGHTY ARMADA -- BUT IN A SINGLE, UNARMED VESSEL!

NO NEED TO MASS THE NAVIES OF ATLANTIS!

THE PRINCE OF THAT NOBLE REALM WILL TEACH YOU THE FOLLY OF YOUR WAYS!

EH--?

YOU FORGOT TO SHOW US YOUR WRECKING PERMIT, SUBBY!

I'LL BET I'M THE FIRST FISHERMAN TO CATCH SOMETHING FROM THE SKY!

NOW CAN'T WE TALK THIS OVER, LIKE GOOD LITTLE SUPER-TYPES?

C'MON, SUBS! DON'T RESIST! YOU'RE NOT UNDERWATER--YOU'RE IN ***MY*** ELEMENT--

--AND MY WEBBING IS ***BOSS*** HERE!

FOOLHARDY YOUTH, I AM EQUALLY AT HOME IN THE AIR AND THE SEA!

THESE STRANDS ARE STRONGER THAN I WOULD HAVE IMAGINED--

--BUT IF I CANNOT ***BREAK*** THEM--

--I CAN TURN BACK UPON THEIR SOURCE!

HEY, EVERYBODY MAKES ***MISTA***--

UNNGH!

I WOULD ADMIRE YOUR ***COURAGE***, SPIDER-MAN --IF I WERE NOT CONVINCED ***STUPIDITY*** IS AT ITS BASE!

FISH-FACE PUNCHED OUR *PAL!*

KNOCKED 'IM CLEAN INTO THE *FUNNEL!**

YEAH... AN' THE *RADIO ANTENNA* GOT RUINED--

**SEAMAN'S WORD FOR SMOKESTACK.--AHOYIN' AL.*

--WE CAN'T CALL THE *COAST GUARD!*

I STRUCK HIM *SOLID* AND *WELL!* YET THE BLOW SHOULD NOT HAVE *SLAIN* HIM!

WHY, THEN, DOES HE NOT EMERGE FROM THE FOUL *TUBE?*

THOUGH NO ONE MAY ATTACK PRINCE NAMOR WITH *IMPUNITY,* STILL I HAD NO WISH THAT THE LAD SHOULD PERISH.

I MUST BE *CERTAIN,* HOWEVER.

THE FUMES STING MY EYES-- CLOUD MY *VISION!*

I CANNOT PENETRATE THE FETID *MURK--!*

SUR-PRIZE!

FWOMP

I WAITED UNTIL I HAD FULLY RECOVERED FROM *HIS* SOCK--

--AND PUT EVERY-THING I HAD INTO MY *OWN.*

SEEMS TO HAVE RUFFLED HIS *FEATHERS*, ALL RIGHT--

--HE'S *BLIND* WITH RAGE... WHICH MEANS HE PROBABLY ISN'T *THINKING* STRAIGHT.

LET'S GET HIM A TAD *MADDER!*

SUBSO, BABY-- TOO BAD YOUR BRAIN ISN'T AS SHARP AS YOUR *EARS!*

YOU DARE MOCK THE LORD OF *ATLANTIS* ?!

ONLY 'CAUSE IT'S SO *EASY!*

MY TIMING'S GOTTA BE *PERFECT*--

BINGO!

COULDN'T BE *BETTER!* HE DID EXACTLY WHAT I *HOPED*-- GOT CARRIED AWAY BY HIS *ANGER!*

NO MATTER *HOW* HARD HIS HEAD IS, HE HAS TO BE *HURTING*--

RUNCH!

SPONG!

HE'S *GROGGY*... BARELY *CONSCIOUS* ...HAVING TROUBLE *NAVIGATING*...

WHAT HE MAYBE DOESN'T *REALIZE* IS--

--HE'S BEEN OUT OF THE WATER FOR SEVERAL MINUTES-- DRIED OUT BY THE SMOKE HE WAS EXPOSED TO!

IF I REMEMBER MY BASIC *SUB-MARINER* LORE, HE MUST BE *WEAKENING!*

HEY, I'M NOT DOING *BAD!* I FIGURED THAT AWAY FROM MY NATIVE *SKY-SCRAPERS*, I'D BE A *KLUTZ*--

--BUT I'M HOLDING MY OWN AGAINST REALLY *MAJOR LEAGUE* COMPETITION.

FWIP

FWIP

COMING *AT* YOU, SUBBY--

--A COUPLE OF WEBS TO FOUL THOSE CUTE LITTLE *WINGS* ON YOUR CUTE LITTLE *ANKLES.*

I ONLY MEANT TO *SLOW* HIM... NOT TO KNOCK HIM OUT OF THE *AIR!*

HE'S DROPPING LIKE AN *ANCHOR* AND HE'S GONNA LAND--

"--*HARD!*"

THWOMP!

CHEESE A'MIGHTY!

HE'S A GONER FER SURE.

GONER? YOU THINK PRINCE NAMOR IS SO EASILY *SLAIN?*

BY, NEPTUNE... *NO!*

HE MUST HAVE THE CONSTITUTION OF A *FIREPLUG!* HE JUST FELL ABOUT *EIGHTY FEET--*

--AND HE CAN STILL *SWEAR!*

TAKE IT EASY, SUB-MARINER! YOU MAY BE *ALIVE*-- BUT YOU *CAN'T* BE WELL!

WE'LL GET YOU TO A *DOCTOR!*

YOU THINK THAT A *PRINCE OF THE REALM* WILL ACCEPT SUCCOR FROM HIS FOES?

IT IS AN INSULT NOT TO BE *BORNE!*

URRRK!

NOT WHILE BREATH REMAINS IN MY *BODY--!*

THE THING IS, THAT MAY NOT BE TOO *LONG.* YOU'RE IN *BAD SHAPE,* MISTER.

I REFUSE TO *ACCEPT* YOUR COMPASSION.

COMPASSION MY *EYE.* I JUST DON'T WANT TO BE RESPONSIBLE FOR *KILLING* YOU--

--ESPECIALLY FOR NO *REASON!*

YOU CALL THREATENING THE PROSPERITY OF MY KINGDOM NO *REASON*?

BEFORE WE BRUISE EACH OTHER *FURTHER*, HOW ABOUT YOU *EXPLAIN* THAT LAST STATEMENT?

THE *DEVICES* YOU'VE BEEN PLACING BE NEATH THE SEA... DISRUPT THE CURRENT WHICH OPERATES OUR *GENERATORS.*

SURELY THIS IS NO *SURPRISE*--

BUT IT *IS!*

THAT GIZMO IS SUPPOSED TO SUPPLY POWER FOR *OUR* NEEDS -- NOT LOUSE UP *YOURS!*

BUT AS *ALWAYS*, YOU SURFACE DWELLERS ARE *FOOLS.* PLACING YOUR GENERATORS *HERE* IS NOT THE MOST EFFICIENT LOCALE TO SUIT YOUR NEEDS.

YOU HAVE A *BETTER* SUGGESTION?

CAN'T YOU *SEE*? IT'S ALL A *MIS-UNDERSTANDING!*

YOUR WORDS HAVE THE TIMBRE OF... *TRUTH!*

CERTAINLY! MOVE BUT TWO DEGREES SOUTH AND YOU WILL BENEFIT FROM THE NATURAL FLOW OF THE EARTH'S MAGNETIC FIELD--

--AND THE GENERATORS OF ATLANTIS ARE UNDISTURBED!

HE MAKING SENSE?

I DUNNO. HOW 'BOUT IT, DOCTOR KIRCHNER?

HMM-- IT'S POSSIBLE! IT WILL REQUIRE SOME STUDY, BUT...

I CAN WASTE NO MORE TIME ON YOUR PROBLEMS!

FAREWELL, SPIDER-MAN--

--YOU ARE WORTHY!

SO ARE YOU, I GUESS.

HE'S QUITE AN ENIGMA-- I ONLY HOPE WE DON'T EVER HAVE TO GO TO WAR WITH HIM.

I'LL SET A NEW COURSE.

YEAH... FIRST, THOUGH --YOU GOT ANYTHING FOR AN ITCH THAT JUST WON'T QUIT?

NEXT THE WET 'THREAT' OF HYDRO-MAN!

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the AMAZING SPIDER-MAN®

SPIDEY FACES THE WET THREAT OF HYDRO-MAN!

ONE WAY

LOADING ZONE

JR.JR./MILGROM

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

DENNY O'NEIL WRITER / JOHN ROMITA, JR. & JIM MOONEY ARTISTS / JIM NOVAK, LETTERER BOB SHAREN, COLORIST / ALLEN MILGROM EDITOR / JIM SHOOTER EDITOR-IN-CHIEF

THE COMING OF HYDROMAN!

SOMEWHERE OFF THE COAST OF *NEW YORK CITY*--

LOWER AWAY!

I DON'T KNOW ABOUT THIS...THAT GENERATOR HASN'T BEEN *TESTED*--

--AND THERE ARE *VOLCANIC GASSES* ESCAPING FROM THE OCEAN FLOOR IN THAT AREA.

SO WHY DON'T YOU JUST CANCEL THE *WHOLE DEAL*?

WE *CAN'T*, SPIDER-MAN. WE HAVE A *CONTRACT* TO FULFILL.

BULLDOG

NOTE: WITHIN THREE PAGES, YOU'LL MEET THE STRANGEST NEW VILLAIN OF THE *YEAR*... SO STAY ALERT, HEAR?

AT LEAST WE'RE NOT BEING HASSLED BY SUB-MARINER.*

NO, WE MADE OUR PEACE WITH HIM--

NOW, IF ONLY NOTHING ELSE FOULS UP.

YOUR ATTITUDE DOESN'T EXACTLY FILL ME WITH CONFIDENCE, MISTER WHITMAN.

MACHINE ELECTRONICS

REMEMBER MURPHY'S LAW: "WHATEVER CAN GO WRONG, WILL GO WRONG."

*EXACTLY 14 HOURS, 23 MINUTES AND 8 SECONDS HAVE PASSED SINCE OUR LAST ISSUE. --ACCURATE AL.

YEAH, THE BLASTED BRINE THAT SOAKED MY SPIDEY-SUIT IS STILL ITCHING LIKE A POISON IVY CONVENTION... DRIVING ME ZINGY.

AND THIS HEAT ISN'T HELPING--!

LET 'ER LOOSE.

SPLASHH!

SOMEWHERE ALONG THE LINE THERE HAS BEEN A TINY MIS-CALCULATION--

--CONCERNING THE AMOUNT OF STRESS A CERTAIN ELECTRICAL CABLE CAN TAKE.

SUDDENLY, IT SNAPS--!

CHEESE A' MIGHTY!
THAT SUCKER'S SPITTIN' ENOUGH JUICE TO FRY BROOKLYN!
STAND BACK! THE WAY IT'S JUMPING AROUND, IT COULD DO ANYTHING!
WHAT'S ALL THE EXCITEMENT OVER THERE?!
I SHOULD CARE? I AIN'T ON DUTY!
YOU BEAT A FLUSH?
GANGWAY!
GOTTA GET TO SOMEPLACE WHERE I CAN SNARE THAT THING!
HEY--
INTENT ON DEALING WITH THE IMMEDIATE DANGER--
--SPIDER-MAN DOES NOT REALIZE THE CRATES HE HEAVES ASIDE ARE KNOCKING ONE OF THE POKER PLAYERS OVERBOARD...
A BLOW TO THE HEAD RENDERS MORRIE BENCH UNCONSCIOUS--
--AND HE SINKS INTO THE COOL, GLOOMY DEPTHS, TOWARD THE GLOWING, PULSING DEVICE--
--TOWARD A BIZARRE AND TWISTED DESTINY!

THE ENERGY CONVERSION REACTION **WITHIN** THE DEVICE COMBINES WITH THE GASSES IN THE WATER TO FORM AN ENERGY FOR WHICH THERE MAY **NEVER** BE A NAME--

--AN EERIE POWER THAT **SUFFUSES** THE STUNNED MORRIE!

MEANWHILE--

O-**KAY**, SPORTS FANS! A COUPLE OF MEDIUM-GRADE **WEBS**--

--AND SHE'S BOTH **INSU-LATED** AND **STOPPED!** JUST PART OF THE SERVICE!

YOU CAN HOLD THE APPLAUSE... I'M KINDA **SHY**--

HAUL UP THAT MACHINE!

NO TELLING **WHAT** HAPPENED WHEN THE ELECTRICAL FLOW WAS INTERRUPTED.

IT **LOOKS** ALL RIGHT.

I'VE HAD BLIND DATES THAT LOOKED **WORSE.**

MAN OVER-BOARD--

--THAT IS, I **THINK** MORRIE FELL INTO THE DRINK. I WAS KNOCKED OUT SO I CAN'T BE SURE.

HOW LONG AGO?

FOUR, FIVE MINUTES...

HE'S GOTTA BE **DEAD** BY NOW.

MAYBE... BUT AS LONG AS THERE'S ANY CHANCE AT **ALL...**

FOR LONG MOMENTS, SPIDER-MAN PEERS INTO THE MURK, HIS EYES STINGING. THEN--

THERE HE IS!

HE'S BEING SUCKED INTO THE SHIP'S PROPELLER!

HE'LL BE CHOPPED TO--

...BITS...

HOWEVER...

A BLASTED MIRACLE--! SOMEHOW HE GOT THROUGH ...IN ONE PIECE!

HANG ON, FELLA! I'LL SAVE YOU!

GET YOUR OXYGEN READY... AND A MEDIC!

IMPOSSIBLE AS IT SEEMS... HE'S ALIVE!

GET BENCH TO THE SICK BAY--AND SET A COURSE FOR SHORE!

AYE, AYE, CAP'N.

SOON, BELOW DECKS...

HOW'RE YOU FEELING, BENCH?

KINDA *QUEASY*... LIKE MY INSIDES AREN'T SETTIN' RIGHT.

PROBABLY JUST A REACTION TO *SHOCK!* IF YOU NEED ANYTHING, HOLLER.

SURE.

FUNNY... I BEEN RUBBIN' AND RUBBIN'--

--AND I CAN'T SEEM TO GET DRIED OFF.

I'M WETTER'N EVER--AND IT'S MAKING ME *MAD!* *REAL* MAD!

SHIP'S DOCKING!

I'LL GO ASHORE AND MAYBE FIND SOMEBODY I DON'T *LIKE!* SOMEBODY WHOSE TAIL OUGHTTA BE *KICKED!*

YEAH... THAT'D BE *FINE!*

AS MORRIE BENCH MOVES INTO A TWILIT MANHATTAN SEARCHING FOR VIOLENCE--

--HIS COLORFULLY-CLAD **SHIPMATE** SKIMS THE ROOFTOPS SEEKING **RELIEF...**

SHEEE-**SH!** THE WHOLE CITY IS ONE ENORMOUS **STEAMBATH!** IF I DON'T GET OUT OF THIS ITCHY **OUTFIT** AND INTO A COLD **SHOWER**, I'LL **MELT!**

♫ MAXINE, MAXINE, YEW ARE MAH HONEY DOLL ♪

AW, **NO!** THIS I EMPHATICALLY DO **NOT** NEED... MY NEW NEIGHBOR IS **SINGING** AGAIN--

♫ IF AH DON'T GIT TO KISS YEW AH WILL SURELY SCOWL ♪

--LOUDER AND **ROTTENER** THAN EVER.

THE ONLY THING WORSE THAN HIS **VOICE** IS HIS **SONG!**

THE PHONE--! IF I'M **LUCKY**, IT'LL BE AN **EARPLUG** SALESMAN.

IN FACT, IT IS THE FURTHEST THING FROM A **PURVEYOR OF QUIETUDE!** *IT'S* **J. JONAH JAMESON,** *EDITOR OF THE* **DAILY BUGLE...**

PARKER! I'VE BEEN TRYING TO REACH YOU ALL **DAY!**

LISTEN... YOU INTERESTED IN SOME **WORK?**

I WANT YOU TO SHOOT A COUPLE DOZEN **HUMAN INTEREST** PIX... STUFF ABOUT HOW THE CITIZENS ARE COPING WITH THE **HEAT WAVE!**

Y'KNOW... KIDDIES FROLICKING IN THE FOUNTAINS AND THAT GARBAGE.

STRICTLY *FREELANCE*, Y'UNDERSTAND. YOU'RE NOT BACK ON THE *PAYROLL!*

SINCE YOU ASK SO *SWEETLY* ...I *ACCEPT!*

THEN--

I'LL GIVE *DEBBIE* A RING. SHE MIGHT LIKE TO BOP AROUND TOWN *WITH* ME--ESPECIALLY IF THE *BUGLE'S* PAYING CAB FARE.

AT *DEBBIE WHITMAN'S* EASTSIDE APARTMENT...

PROBABLY ANOTHER RELATIVE CALLING TO TELL ME ABOUT SPIDER-MAN AND MY UNCLE.

THAT'LL BE THE *EIGHTH--*

HOWEVER--

PETER! HOW NICE TO HEAR FROM YOU.

YOU *BUSY,* DEB?

WELL... I WAS GOING TO TURN ON THE TUBE AND BAKE BROWNIES...

CANCEL THAT! YOU'RE GONNA HELP ME PLAY INTREPID *PHOTO JOURNALIST.* SEE YOU IN AN HOUR?

I-I'LL BE READY.

WHILE PETER AND HIS CAMERA HURRY TOWARD DEBBIE'S BUILDING, AN **EVENT** IS OCCURRING IN A NEIGHBORHOOD TOUR BUSES AVOID--

--AS DO **MOST** PEOPLE WHO AREN'T EITHER VERY BRAVE, VERY FOOLISH, OR VERY TOUGH!

IT IS AN EVENT THAT WILL DRASTICALLY ALTER SPIDER-MAN'S IMMEDIATE FUTURE...

ARIANS

JB

Schaefer

Bud

GIMME 'NOTHER BREW. IT'S TOO HOT TO LIVE.

NO MINORS

WHEN YOU GONNA GIT THAT AIR CONDITIONER FIXED?

WHEN DEADBEATS LIKE YOU PAY YOUR BILLS.

SHADDAP, YOU TWO! YOU'RE ONLY MAKIN' THE PLACE **HOTTER!**

I'M SWEATIN' MY **BONES** OUT AND YOU'RE YAPPIN'--

SO... MORRIE--

EH?!

--HOW COME YOU AIN'T CALLED? YOU FORGET YER TROO LADY LOVE OR WHAT?

BUZZ OFF, SADIE.

DON'T TALK TO ME LIKE THAT, YA LOSER.

CHECK. ANYBODY'D HANG AROUND WITH YOU **IS** A LOSER.

LEMME SWEAT IN **PEACE**, WILLYA?

"SWEAT," YA SAY? MORRIE, YOU AIN'T SWEATIN'--YER GUSHIN'!

YA WANNA MAKE SOMETHING OF IT?

DAD

NOT ME--

--I'M JUST GONNA FIND A MAN WHO AIN'T A WALKIN' NIAGARA FALLS.

GOOD RIDDANCE.

WOMEN! THEY'RE ALLA SAME...

HEY... I FEEL FUNNY--

--REAL FUNNY...

THEN, INCREDIBLY, MORRIE BENCH MELTS...

...AND THE PUDDLE THAT HE HAS BECOME OOZES AROUND THE FILTHY FLOOR UNNOTICED!

IT DOES NOT TRICKLE ONTO THE SWELTERING SIDEWALK. IT MOVES -- PURPOSEFULLY!

DUFFY'S

PUB

Sebster Bar

FOR A MOMENT, IT SEEMS TO ABSORB THE BLISTERING SUNLIGHT --

THEN, INCREDIBLY --

YEAH, YEAH, I WAS WORRIED FOR A SECOND THERE. BUT I CAN PULL MYSELF TOGETHER AGAIN.

I GOTTA FACE IT... I'VE BECOME A FREAK!

AND I DON'T LIKE IT -- AND WHAT MORRIE BENCH DON'T LIKE --

-- HE DOES SOMETHING ABOUT. THEY'RE GONNA PAY FOR THIS... ALL OF 'EM.

SPIDER-MAN'LL BE THE HARDEST --

-- SO I'LL GET HIM FIRST!

A FEW MINUTES LATER...

HEY LOVER-BOY... I DECIDED TO FORGIVE YA!

BUY ME A STEAK ANNA COUPLE DRINKS AN' WE CAN FERGIT THE HASSLE--

MORRIE AIN'T HERE, SADIE.

THE CREEP! HE PROLLY WENT OFF TO FIND SOME CHEAP, GOLD-DIGGIN' FLOOZY!

HE AIN'T NOTHIN' BUT A DRIP.

IF SADIE KNEW WHAT MORRIE BENCH HAD BECOME, HER INSULT WOULD BE IN UNFORGIVABLE BAD TASTE...

OTHERS ARE SOON TO LEARN OF MORRIE'S BIZARRE FATE--

--PATROLMAN HY EGAN, FOR EXAMPLE. AT THE MOMENT, OFFICER EGAN IS IN HIS MIDTOWN APARTMENT PREPARING FOR A HEAVY DATE...

♪ GOIL OF MY DREAMS ♫

I LOVE YOU DO-WAA I SHOOBY-DOO ♫

PUT A LID ON IT, EGAN!

BENCH! IT'S NOT POSSIBLE.

SO YOU REMEMBER ME FROM THE TIME YOU BUSTED ME ON THAT STUPID SMUGGLING RAP!

I CAME HERE TO ASK YOU A QUESTION-- LIKE WHERE IS SPIDER-MAN!

I-- I GOT NO WAY OF *KNOWIN'*--

FIGURED YOU'D LIE!

AAGH

I DON'T *NEED* HIS INFO. ALL I GOTTA DO IS SEARCH THE *CITY*... ROOM BY ROOM IF I GOTTA! IT'LL TAKE *TIME*--

--BUT THAT I GOT *PLENTY* OF.

THERE ARE THOSE WHO MIGHT SAY MORRIE BENCH HAS BECOME *UNHINGED* BY HIS METAMORPHOSIS...

...AND WHO COULD HONESTLY ARGUE THE VERACITY OF THAT OBSERVATION?

TRAVELING THROUGH THE SEWERS AND PIPES AND DRAINS OF NEW YORK, MORRIE BENCH BEGINS HIS VENGEFUL QUEST...

LUCKY FOR *YOU*--

--THAT YOU AIN'T--

--*SPIDER-MAN!*

YOU... YOU *DEFINITELY* AIN'T SPIDER-MAN!

MEANWHILE, AT THE OFFICES OF A LEADING NEWS JOURNAL--

BUGLE

YOU'RE *LATE*, PARKER! WORKING FOR THE COMPETITION HASN'T CHANGED YOU A *BIT*, EH?

YOU WOULDN'T *LOVE* ME IF IT HAD--

--WOULD YOU? I'M READY TO SHOOT PIX OF *BROILED NEW YORKERS*--

SKIP THAT! I GOT SOMETHING *BIGGER* ON TAP...

BY THE WAY, WHOSE YOUR CHARMING FRIEND, PARKER?

DEBORAH WHITMAN, MEET THE BUGLE'S EDITOR, J. JONAH JAMESON.

PETER'S TOLD ME A LOT ABOUT YOU--

DON'T BELIEVE *ANY* OF IT.

ENCHANTED, MY DEAR.

WELL... ME *TOO!*

JONAH--

--THE NUT'S STRUCK *AGAIN*... ON THE *UPPER WEST SIDE!*

WHICH NUT, ROBBIE? NEW YORK'S GOT PLENTY OF THEM!

HEY, PETER--WELCOME BACK! WE MISSED YOU!

AS FOR THIS SCREWBALL, THE MEDIA GUYS ARE CALLING HIM *HYDRO-MAN.*

HE POPS OUT OF *DRAINS*--

--AND HE RANTS ABOUT *SPIDER-MAN!*

THIS IS JUST YOUR KIND OF ASSIGNMENT, PARKER M'BOY! YOU HAVE A *TALENT* FOR WEIRDOS!

I WANT *PHOTOS-- NOW!*

I'LL DO MY BEST, JONAH!

SURELY YOU CAN DO BETTER THAN *THAT!*

OUTSIDE...

THIS JOB MIGHT BE *DANGEROUS*, DEB! I'M AFRAID I CAN'T LET YOU TAKE THE *RISK!*

I GOTTA ASK FOR A *RAINCHECK* ON OUR NIGHT ON THE TOWN.

BUT YOU *PROMISED...*

OH, I UNDERSTAND

SHORTLY...

SOMEDAY, I'VE GOTTA QUIT *DUMPING* ON THAT GIRL. I HATED TO *ABANDON* HER--

--BUT SHE COULDN'T VERY WELL GO *WEB-SWINGING* WITH ME.

AND I HAVE A HUNCH I'LL BE MORE USEFUL AS A *HERO* THAN AS A *PHOTOGRAPHER.*

IN EXACTLY NINETY SECONDS, SPIDEY WILL FIND OUT PRECISELY HOW TRUE HIS THOUGHT IS--

--FOR HE WILL COME TO THIS OFFICE BUILDING IN MID-TOWN MANHATTAN--

--WHERE SELF-MADE MILLIONAIRE EASTON KIBOSH IS RELAXING AFTER A HARD DAY OF MANIPULATING THE WORLD'S CURRENCY MARKET...

WONDERFUL RELAXERS, THESE SLINKYS.

MUST HAVE THAT DRIPPING FAUCET IN THE BATHROOM FIXED...

drip

splip

splop

YOU SHOULDA DONE IT *EARLIER*... 'CAUSE IF YOU *HAD*, YOU MIGHT NOT HAVE GOTTEN *HURT!*

YOU *ARE* GONNA GET HURT, Y'KNOW-- MAYBE *BAD!*

EH?

IT IS NOW A MERE **THIRTY SECONDS** UNTIL THE FATEFUL ENCOUNTER...

THE LAST POLICE REPORT PUT THIS SO-CALLED HYDRO-MAN IN THIS AREA.

THIS IS AS GOOD A PLACE TO START AS *ANY!*

TWENTY-FIVE...

SHEESH! I'M REDUCED TO BEING A *PEEPING-SPIDEY!*

THE *INDIGNITY* OF IT--!

MAY AS WELL TRY INSIDE.

EIGHTEEN...

DON'T MIND *ME*, FOLKS. I'M JUST HANGING AROUND.

LITTLE JOKE.

TERRIBLE LITTLE JOKE.

TWELVE...

I'M BEGINNING TO FEEL POSITIVELY *SLEAZY!*

NINE...

STILL ZIP!

SIX SECONDS...

UH-OH... MY *SPIDER-SENSE* IS KICKING LIKE A CHORUS GIRL.

I'M ABOUT TO HIT THE *JACKPOT--!*

BETTER SET UP THE OL' BELT CAMERA!

...ONE...

WELL, WELL, MY OL' BUDDY *MORRIE* BENCH--

--FULLY *RECOVERED*, I SEE.

NAW... I'LL *NEVER* BE NORMAL--

--AND IT'S *YOUR* FAULT!

SPLOOOSH

BOY, DO I FEEL *INEPT*!

AT LEAST HE LEFT NO ROOM FOR *DOUBT*-- HE *IS* THE HYDRO CHARACTER.

WHAT *WOULD* I DO WITHOUT MY WEB-SHOOTER--

--NOT TO MENTION *FLAG-POLES*?

APPARENTLY HE BLAMES *ME* FOR WHATEVER HAPPENED TO HIM.

WHEN WE WERE AT SEA HE STRUCK ME AS A *NASTY* TYPE.

NOW HE'S ALSO *DERANGED*.

WHERE'D HE *GO*?

DOWN THE *DRAIN*!

SPIDEY SHRUGS, KNOWING THAT BENCH COULD BE ANY-WHERE IN THE COUNTLESS MILES OF PLUMBING BENEATH THE METROPOLIS...

SOON...

HERE'RE YOUR PHOTOS, JONAH!

GOT SOME SHOTS OF SPIDER-MAN FIGHTING THAT WET-HEAD!

YOU WAITING FOR *APPLAUSE*, PARKER?

NO. BUT I DO HAVE A *REQUEST* FROM *SPIDER-MAN.*

HE WANTS YOU TO PRINT A *CHALLENGE*-- FROM *HIM* TO *HYDRO-MAN*-- DEMANDING A *SHOWDOWN* AT HIGH NOON TOMORROW ATOP THE *KATEN BUILDING.*

HE SAYS THAT'S THE ONLY WAY TO FORCE HYDRO-MAN INTO THE *OPEN.*

OKAY. I'LL PRINT IT, 'CAUSE IT'LL MAKE A GOOD *STORY*-- AND MAY-BE GET THAT WEB-HEADED NUISANCE OUT OF OUR COLLECTIVE HAIR *PERMANENTLY.*

THE MILK OF HUMAN KINDNESS ABSOLUTELY *GUSHES* THROUGH YOUR VEINS.

AT 10:33 THE FOLLOWING MORNING...

HE WANTS TO *MEET* ME, HUH? THE *PUNK*--!

HE BOUGHT HIMSELF A PACK OF *TROUBLE*--

--AND A *COFFIN.* I'LL SETTLE WITH *HIM* AND THEN RIP OFF THIS TOWN FOR MILLIONS.

I'LL BE THE *RICHEST* FREAK IN THE *WORLD.*

NOON-- A SCORCHER, A RECORD-BREAKER...

LEMME SEE IF I UNDERSTAND... WE GOTTA KEEP *BYSTANDERS* AWAY FROM THE BUILDING.

YEAH... AND TRY NOT TO DIE OF THE *HEAT!*

--NO DESERT WAS EVER MORE BLAZING THAN THE ROOF OF THE **KATEN BUILDING**, WHERE...

C'MON, PUNK. **SHOW** YOURSELF--OR ARE YOU **YELLOW?**

NO, BENCHY-- MY COLORS ARE STRICTLY RED AND BLUE!

AND YOURS ARE GONNA BE BLACK AND BLUE! BUT FIRST, MIND TELLING ME WHY YOU'RE **MAD?**

I AIN'T TELLING YOU **NOTHING!**

MAYBE IF I HIT HIM **FAST**-- WITHOUT **WARNING**--

I CAN MINIMIZE WEAR-AND-TEAR ON US **BOTH!**

FAST, AIN'T'CHA?

WHA--?!

BE QUICK AS YOU WANT! WON'T BOTHER **ME!**

HOO BOY I GOT **PROBLEMS!**

I BEEN FOOLIN' AROUND DOWN IN THE SEWERS... FIGURIN' OUT SOME **TRICKS** I CAN DO--

YOU AREN'T GONNA KEEP ME IN **SUSPENSE**, ARE YOU?

WATER CAN FEEL HARD AS **METAL**--WHEN SHOT LIKE **BULLETS!**

THIS COULD **REVOLUTIONIZE** THE SQUIRT GUN INDUSTRY.

IF AT FIRST YOU DON'T *SUCCEED* ...A SMART MAN GIVES *UP!*

BUT NOBODY EVER ACCUSED ME OF BEING *SMART!*

GO ON... GIVE IT A *SHOT!*

HOW COULD I *POSSIBLY* RESIST SUCH A *CHARMING* INVITATION?

I WAS EXPECTING SOLID *RESISTANCE* INSTEAD OF *LIQUID*-- PUT ME OFF *BALANCE*...

...AND GAVE *HIM* A SHOT!

MUSCLE IS GETTING ME *NOWHERE.* I DON'T *UNDERSTAND* HIS POWERS ENOUGH TO *FIGHT* HIM EFFECTIVELY.

MAYBE I SHOULD SWITCH TO *TACTICS*...

I'LL TRY WITH A PATENTED SPIDER-MAN *INSULT.*

YOU AND *SANDMAN* OUGHT TO JOIN FORCES... YOU COULD MAKE BEAUTIFUL *MUD PIES* TOGETHER.

BRO-THER! I THINK I JUST HIT A NEW *LOW*--

--BUT IT *WORKED.* HE'S *MAD.*

YOU CAN'T *ESCAPE*--

--'CAUSE I CAN GO ANYWHERE *YOU* CAN--

--AND SOME PLACES YOU *CAN'T.*

BUT YOU GO **SLOW,** BENCHY!

I CAN'T GET **TOO** FAR AHEAD OF HIM. I WANT HIM TO **CHASE** ME... NOT GIVE UP.

GOTTA KEEP HOPPING... AND HOPE THE **SUN** DOES THE REST.

SOMEBODY'S LAUNDRY. IT CAN ONLY **HELP.**

SO **FURIOUS** IS MORRIE BENCH, THAT HE RUNS **BLINDLY** INTO THE CLOTHING AND THRASHES **WILDLY**--

YOU **HIDIN',** PUNK? YOU **CHICKEN?**

I'M FEELIN' **WOOZY**--

SPIDER-MAN, MORRIE ... NOT **CHICKEN-**MAN! PLEASE TRY TO GET IT RIGHT, OKAY?

I'LL SHUT YOUR SMART MOUTH FOR **GOOD**--

YOU FIGURE HEAVIN' A HEAP OF OLD **NEWSPAPERS** WILL STOP ME?

YOU'RE **DUMB!**

NOT **ME!** THE PAPERS WILL ABSORB SOME OF THE **MOISTURE** DRIPPING OFF YOU--AS DID THE **CLOTHING** YOU RAN INTO.

YOU'VE BEEN SUCKERED! IT'S THE HOTTEST NOON OF THE YEAR AND I RAN YOU THROUGH THINGS THAT LITERALLY BLOTTED UP YOUR BODY.

YOU'VE LOST A TREMENDOUS AMOUNT OF MASS IN THE LAST FIVE MINUTES--!

THE NET EFFECT WAS TO WEAKEN YOU.

YOU'RE BEATEN! ADMIT IT, MORRIE-- AND LET'S CALL A TRUCE!

BUT BENCH LUNGES IN A FINAL PAROXYSM OF FURY--

--AND SPIDER-MAN INSTANTLY RETALIATES!

HE... SPLATTERED. HE'S SPREAD ALL OVER THE ROOFTOP! APPARENTLY HE WAS TOO WEAK TO REASSEMBLE HIS MOLECULES!

I DIDN'T INTEND... THIS!

A CLOUD FORMING... AND A MIST RISING TO IT.

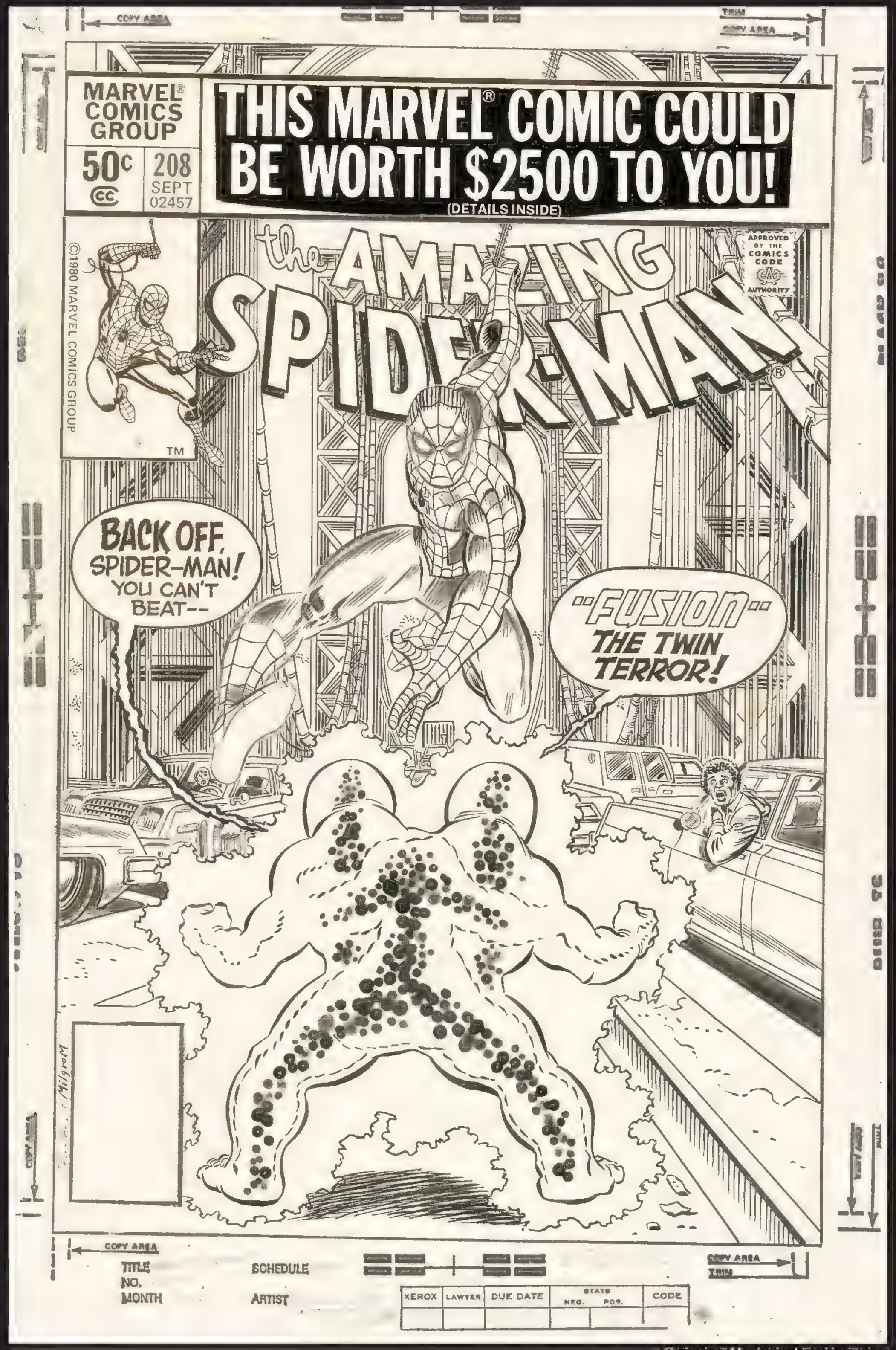
BENCH, IF YOU CAN HEAR ME... I WISH YOU LUCK!

AT 4:15 THAT AFTERNOON, A COOL BREEZE SWEEPS IN FROM THE WEST AND THE SKY DARKENS. MILLIONS OF NEW YORKERS RAISE THEIR EYES AND SIGH IN RELIEF. THE HEAT WAVE IS ENDED AND A SOOTHING RAIN BEGINS TO FALL--

--SOOTHING AND VERY, VERY STRANGE...

NEXT ISSUE: WE'RE OFF TO SEE THE WIZARD!

The Amazing Spider-Man #208 cover original art
by John Romita Jr. & Al Milgrom

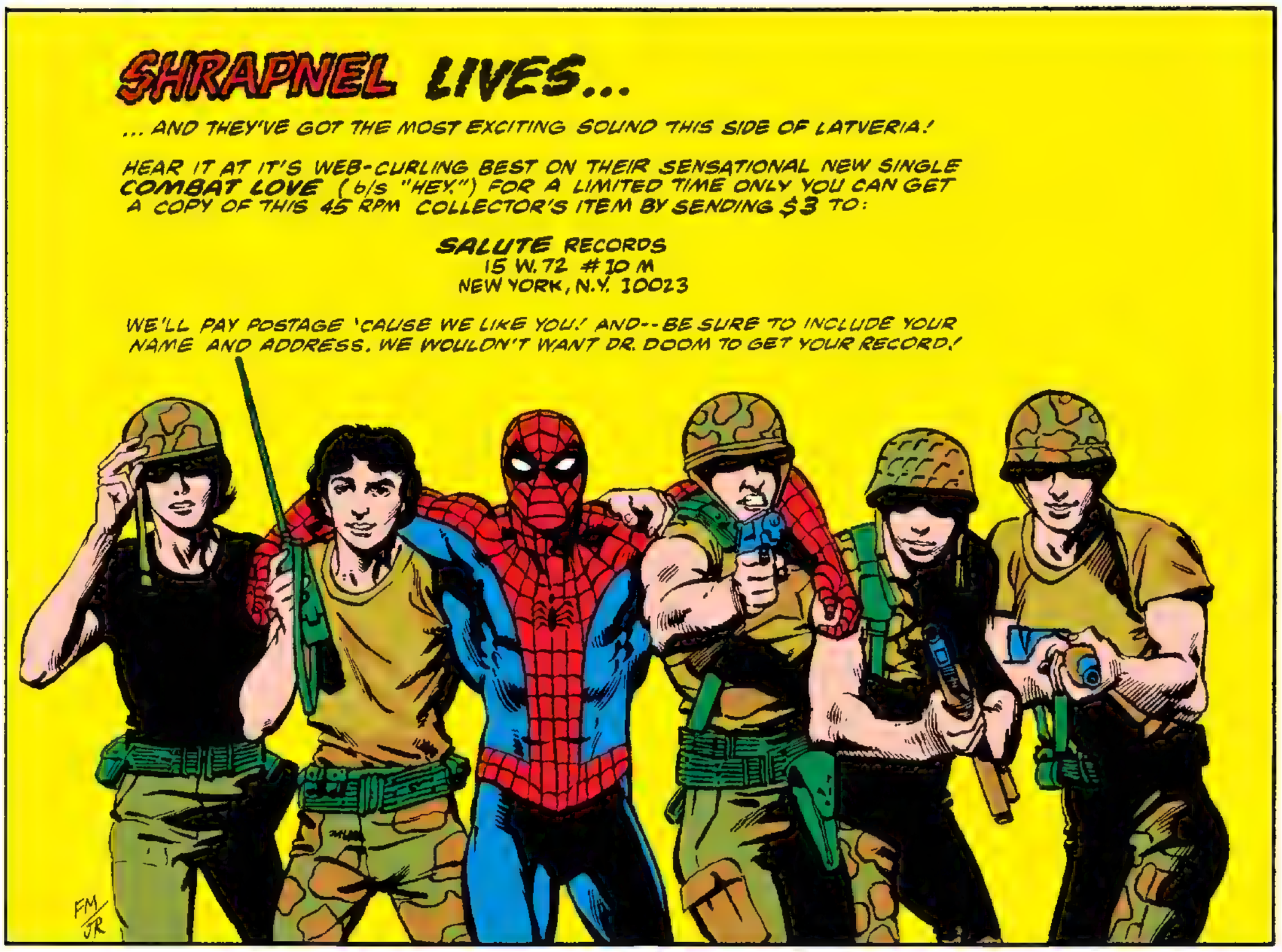


Courtesy HeritageAuctions.com

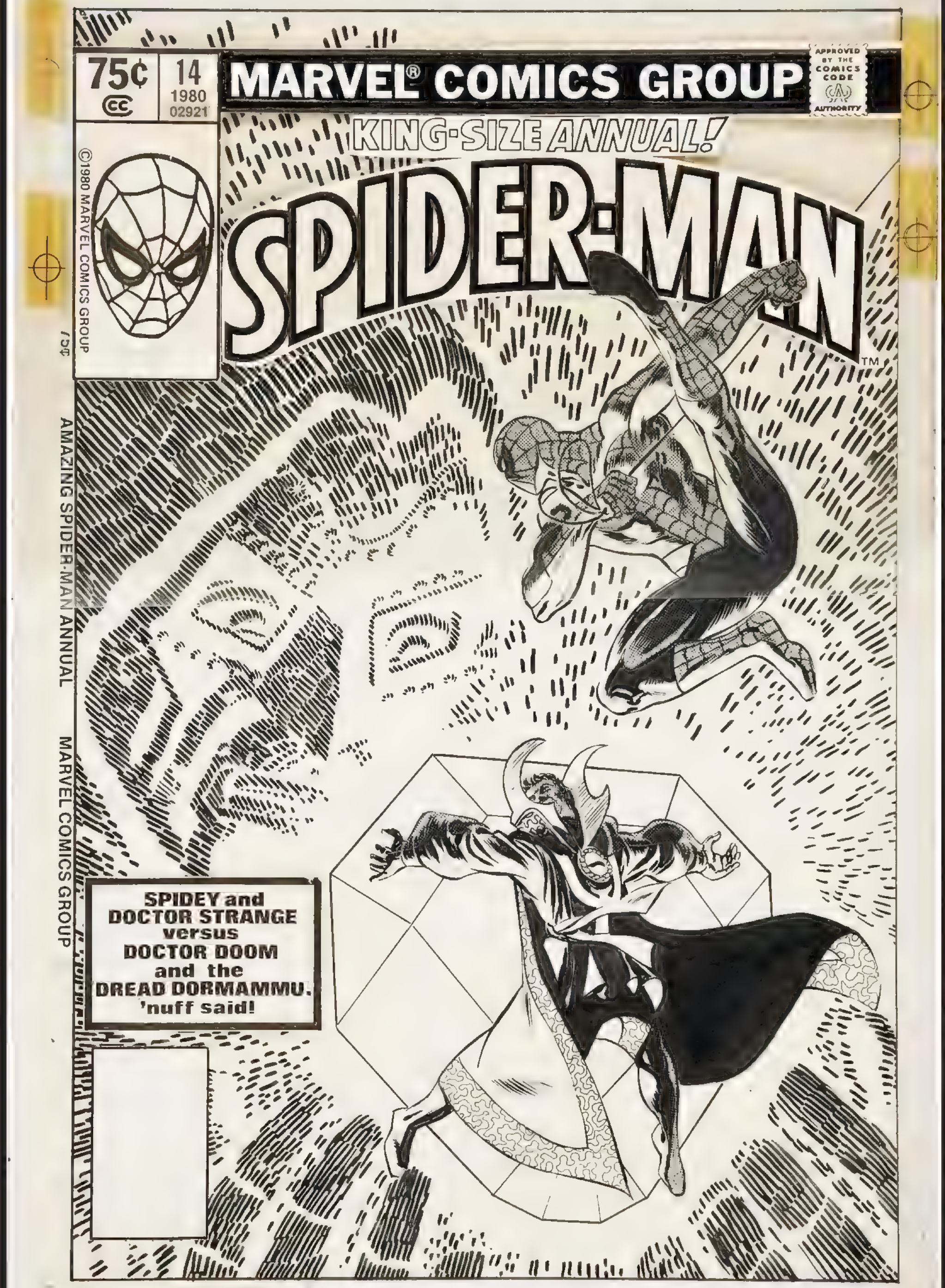
In the early 1980s Marvel was building relationships with a number of music labels and artists to craft comic book tie-ins, Dazzler being foremost among them.

During this time, Frank Miller struck up a friendship with Dave Wyndorf of the punk rock band Shrapnel (which would later become Monster Magnet). Wyndorf was a comic book fan, and after Miller and writer/editor Dennis O'Neil caught one of the band's shows at New York's iconic Lower East Side venue CBGB, they gave Shrapnel a cameo in *The Amazing Spider-Man Annual* #14.

This house ad for Shrapnel's single "Combat Love," penciled by Miller and inked by Josef Rubinstein, also appeared in *Annual* #14.

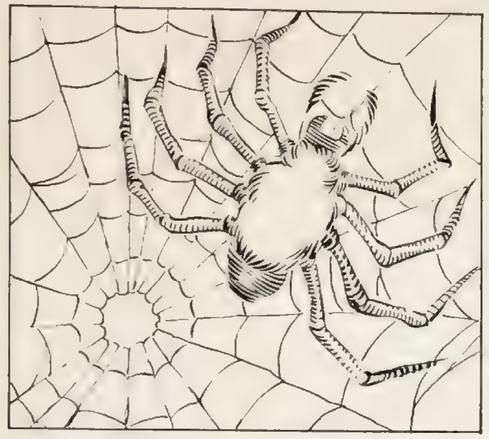

SHRAPNEL LIVES...
... AND THEY'VE GOT THE MOST EXCITING SOUND THIS SIDE OF LATVERIA!
HEAR IT AT IT'S WEB-CURLING BEST ON THEIR SENSATIONAL NEW SINGLE COMBAT LOVE (b/s "HEY.") FOR A LIMITED TIME ONLY YOU CAN GET A COPY OF THIS 45 RPM COLLECTOR'S ITEM BY SENDING $3 TO:
SALUTE RECORDS
15 W. 72 #10 M
NEW YORK, N.Y. 10023
WE'LL PAY POSTAGE 'CAUSE WE LIKE YOU! AND--BE SURE TO INCLUDE YOUR NAME AND ADDRESS. WE WOULDN'T WANT DR. DOOM TO GET YOUR RECORD!
FM/JR

The Amazing Spider-Man Annual #14 cover original art
by Frank Miller & Tom Palmer



Courtesy HeritageAuctions.com

The Amazing Spider-Man Annual #14, pages 16-17 original art
by Frank Miller & Tom Palmer



Then shall it begin that the Spider shall be drawn into a web not of his own devising and confront menaces beyond his most dire imagining

SHEESH! I FINALLY FOUND ENOUGH PRIVACY TO GET INTO MY SPIDEY SUIT.

WHO'D'A THOUGHT THAT ON THE ROTTENEST FRIDAY NIGHT OF THE YEAR, *ESU*'S CAMPUS WOULD BE LIKE *GRAND CENTRAL* AT *RUSH HOUR*?

LESSEE... LAST TIME I WAS THERE, DOC STRANGE'S PAD WAS IN THE *VILLAGE*-- ON *BLEEKER* NEAR THE HUDSON.

YEAH, EXACTLY WHERE I REMEMBERED IT... THAT NUTTY UPPER WINDOW IS *UNMISTAKABLE*.

I DON'T SEE ANY SIGN OF TROUBLE, THOUGH.

MAYBE I *IMAGINED* THAT WEIRD MESSAGE... MAYBE I'VE BEEN WORKING TOO HARD.

MAYBE I'M CRACKING UP--

--AND I OUGHTTA SIGN MYSELF INTO THE *HAPPY HOUSE*.

BUT AS LONG AS I'M HERE, I MIGHT AS WELL CHECK THINGS OUT.

MY SPIDER-SENSE IS BUZZING LIKE A BEEHIVE, WONDER WHY--?!

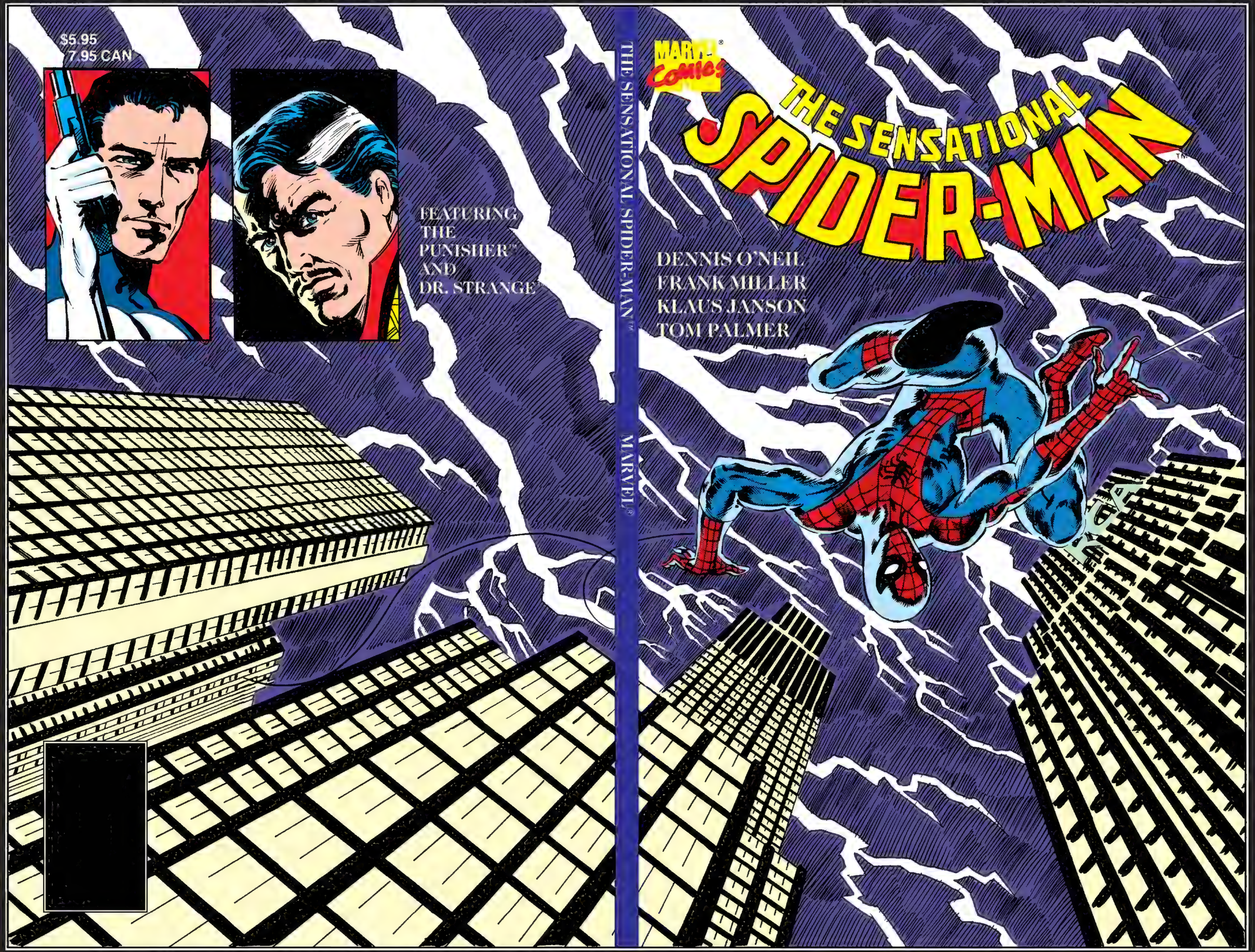
NO... *NAW*! I *HAVE* GONE ROUND THE BEND-- 'CAUSE I COULD SWEAR I'M BEING CHASED BY TWO *STONE GARGOYLES*!

17

FRANK MILLER

Courtesy HeritageAuctions.com

The Sensational Spider-Man TPB (1988) utilizing Miller's art with Tom Palmer from *Annual* #14, pages 8, 16-17 and Klaus Janson from *Annual* #15, page 28



Reprinting *The Amazing Spider-Man* #8 & *Annual* #14-15

BIOGRAPHIES

DENNIS O'NEIL

Dennis O'Neil debuted on the comics scene in the mid-'60s and by the end of the decade forced the mainstream comics world to recognize that comics weren't just for kids anymore. By connecting comic-book adventure to social issues and current events, O'Neil worked to bring super-hero comics in conversation with the culture around them, unlike anyone before.

After taking Stan Lee's Marvel writing test at the behest of fellow Missourian Roy Thomas, Denny's first assignments were scripts on *Modelling With Millie*, *Patsy and Hedy*, *Daredevil* #18 and a stint on *Strange Tales*, including the last Dr. Strange stories drawn by Steve Ditko.

Clearly a talented young man on the move, after a few years honing his craft at Marvel, he took the reins of DC's flagging *Green Lantern* title. Reviving the title by pitting a worldweary, activist Green Arrow and a naïve, aloof Green Lantern against real-world problems like racism and pollution, O'Neil and artist Neal Adams stripped away the typical super-villain threat for a menace that was something more profound. Though the new dramatic thrust of the title wasn't able to stave off cancellation, it is considered a watershed moment today.

While writing Batman stories through much of the 1970s, O'Neil established his reputation as one of this era's elite writers by restoring the character to his roots as the mysterious and sophisticated Dark Knight, an aspect that years of campy treatment had all but destroyed. As his career evolved, he held editorial reins at DC and Marvel, becoming one of the industry's most-respected editors and educators, developing talents like Frank Miller and teaching at New York's School of Visual Arts while continuing to write comics like *The Question*, *Daredevil* and *Azrael* into the late '90s.

JOHN ROMITA JR.

Like his legendary father, John Romita Jr. has become a comic-art master, establishing a powerful style uniquely his own. His life in comics began early, when as an adolescent he helped his father design the Spider-Man villain the Prowler. His first published work—cover art for Marvel UK and "Chaos at the Coffee Bean!" in *Amazing Spider-Man Annual* #11—showed that he'd learned much from his father's figure drawing and storytelling sense. His first full-length project was a KISS feature in *Marvel Super-Special* #5. In the summer of 1978, he began a years long parternship on *Iron Man* with David Michelinie and Bob Layton. It was during his first *Iron Man* break that Romita Jr. took on full-time art duties on *Amazing Spider-Man* for the first of multiple acclaimed runs. During his Spidey tenure he also helped launch *Dazzler* and penciled the first Marvel miniseries, *Marvel Super Hero Contest of Champions*. In 1983, Romita Jr. joined Chris Claremont's *Uncanny X-Men*, taking over the industry's most popular comic for a three-year run that saw his art dramatically evolve in tone. After a stint on the New Universe series *Starbrand*, he rebounded with a pair of *Amazing Spider-Man* issues that included Peter Parker's proposal to Mary Jane Watson. Next, Romita Jr. began a run on *Daredevil* with writer Ann Nocenti, introducing Typhoid Mary and establishing himself as one of the definitive *Daredevil* artists. After a third run on *Iron Man*, his credits included *Punisher War Zone*, *Daredevil: The Man Without Fear* with Frank Miller, a return to *Uncanny X-Men*, and long runs on *Spider-Man*, *Thor* and *Peter Parker: Spider-Man*. As the new century dawned, the ever more popular Romita Jr. kept adding to his superstar resume with stints on *Amazing Spider-Man* with J. Michael Straczynski, *Wolverine* with Mark Millar, *Eternals* with Neil Gaiman, and the *World War Hulk* event. His collaboration with Millar spawned their creator-owned series *Kick-Ass*, which led to a blockbuster feature film. In recent years, he has returned once more to *Amazing Spider-Man*, helped relaunch *Avengers* with Brian Michael Bendis and *Captain America* with Rick Remender, and beginning in 2014, Romita moved to DC where his runs on *Superman* and *All-Star Batman* have topped sales charts.

JOHN BYRNE

With his naturalistic style captivating legions of fans, John Byrne became one of the most influential and popular comic artists of the '70s and '80s. Born in England but raised in Canada, with four years of art school training under his belt, Byrne headed straight for the comics business, getting his start with Charlton Comics.

He produced his first original creations, the robot Rog-2000—which appeared as a backup strip in *E-Man*—and *Doomsday +1* at Charlton. Though the art was rough compared to his later standards, it drew the attention of Marvel Comics, where he found work on *Champions*, *Iron Fist* and *Marvel Team-Up*. The relationship he established on these books with writer Chris Claremont led to his entry on a title that was rapidly ascending in importance at Marvel: the "All-New, All-Different" *X-Men*.

Taking the torch from Dave Cockrum, for the next five years Byrne penciled and co-plotted the adventures of Marvel's mutants. His fresh style translated perfectly to the new cast of characters, and together Byrne and Claremont built the X-Men into a keystone title at Marvel. However, just after the twin triumphs of "The Dark Phoenix Saga" and "Days of Future Past," Byrne left the book.

His next major achievement was a long run as writer/artist on *Fantastic Four* that restored the title to its imaginative best. His run hearkened back to the glory days of Lee and Kirby and is arguably the milestone achievement of his career. Other high points in his early '80s Marvel work included "War and Remembrance," a bracing set of Captain America stories with Roger Stern and *Alpha Flight*, a team of Canadian heroes written and drawn by Byrne.

Next, Byrne headed to DC Comics to revive the flagging Superman franchise with a reset of the Superman mythos that was enormously popular at the time and is still hailed as a masterpiece decades later. After two years helming Superman, Byrne returned to Marvel to work on a diverse set of books including the New Universe's *Star Brand*, the irreverent *Sensational She-Hulk* and the high-tech adventures of Iron

Man. In the 1990s, Byrne launched his creator-owned series *Next Men*, scripted the first issues of Mike Mignola's *Hellboy* and delivered the goods for both Marvel and DC on numerous titles. Today, the implacable Byrne continues to write, draw and preside over a popular website. He was inducted into the Eisner Hall of Fame in 2015.

MARK GRUENWALD

Few can lay claim to the influence that Mark Gruenwald had on Marvel as an editor, writer and artist during the 1980s and '90s. Born in 1953 in Wisconsin, Gruenwald's love of comics manifested in a fanzine titled *Omniverse*, which led to writing articles for the DC-published fanzine *Amazing World of DC Comics*. In 1978, he was hired by Jim Shooter to serve as an assistant editor at Marvel. In addition, Gruenwald also scripted several titles. He was ongoing writer of *Spider-Woman* in 1978-79, he kicked off a long run co-scripting *Marvel Two-In-One* with the "Project Pegasus" arc, and he co-wrote a handful of stories in *What If?* and *Thor*. Early in his career, Gruenwald also penciled a number of titles, including issues of *Questprobe*, *Incredible Hulk* and *Marvel Team-Up*. His major art credit was drawing the 1983 *Hawkeye* miniseries, which he also scripted.

A well-known continuity hound and office jokester, Gruenwald gave T-shirts emblazoned with the catchphrase "Continuity or Bust" to his office peers. His deep love of the Marvel mythos didn't stop with T-shirts. As a writer, he delved deep into Marvel's past with his "Untold Tales of the Marvel Universe" backup stories in *What If?*, as well as the secret origin of the High Evolutionary in the 1989 "Evolutionary War" event. Gruenwald's biggest achievement in grappling with the encyclopedic history of Marvel was his development of *The Official Handbook of the Marvel Universe*, a series compiling the backgrounds of virtually every Marvel character. Eager fans devoured *OHOTMU*, and the series' success led to multiple sequels and updates that continue today.

Gruenwald's biggest accomplishment as a writer came with *Captain America*, a title which he wrote for an astonishing 137-issue run from 1985-1995. He also kicked off long runs on *Quasar* and the New Universe title *D.P. 7*. His critically acclaimed magnum opus, *Squadron Supreme*, a 12-issue miniseries, reestablished the alternate-reality Marvel team. When Tom DeFalco was named editor in chief in 1988, Gruenwald became his second-in-command with the title of executive editor. As an editor, he worked closely to mentor young writers, bringing an unforgettable sense of fun to the deadline slog. Tragically, Gruenwald passed away in 1996 due to an unknown heart ailment. In his will, he requested his ashes be mixed with ink used in the first printing of the *Squadron Supreme* trade paperback.

DAVID MICHELINIE

In 1974, David Michelinie moved to New York City determined to get his break in comics. DC editor Michael Fleisher recognized Michelinie's talents and took him under his wing, giving the young writer assignments in DC's horror anthologies. By the end of the year, Michelinie had landed his first regular gig, writing the Unknown Soldier in *Star Spangled War Stories*. He would hold down that series for the better part of two years, racking up additional credits in *Swamp Thing*, *Phantom Stranger*, and launching the sword and sorcery series *Claw the Unconquered*. Michelinie concluded his tenure at DC with credits including *Starfire*, *Star Hunters*, *Karate Kid* and an influential run on Aquaman that included the death of the hero's son. By 1979, Michelinie was writing exclusively for Marvel. His career-defining *Iron Man* run with writing partner (and inker) Bob Layton and artist John Romita, Jr. introduced Jim Rhodes and chronicled Tony Stark's descent into alcoholism. On *The Avengers*, he collaborated with artists John Byrne and George Pérez, and introduced the Taskmaster. He and Byrne also debuted Scott Lang as Ant-Man in *Marvel Premiere* #47.

In the early 1980s, Michelinie wrote *Star Wars* and *The Further Adventures of Indiana Jones*; *The Aladdin Effect* and *Revenge of the Living Monolith* Marvel Graphic Novels; and his Epic Comics series *The Bozz Chronicles* with artist Bret Blevins. In 1987, he returned for another celebrated run on *Iron Man* with Layton. A stint on *Web of Spider-Man* earned Michelinie the opportunity to write the core Spider-Man title, *The Amazing Spider-Man*, where he scribed the wedding of Peter Parker and Mary Jane Watson; and with superstar artist Todd McFarlane, introduced the massively popular villain Venom. Toward the end of his run, he introduced the spin-off villain Carnage. A '90s return to DC saw Michelinie writing Superman in *Action Comics*, including the wedding of Clark Kent and Lois Lane. He also joined industry upstart Valiant Comics to write *Rai*, *Turok*, and *H.A.R.D. Corps*. His most recent credits at Marvel have reunited him with Bob Layton on *Iron Man: Bad Blood*, *Iron Man: Legacy of Doom* and *Iron Man: The End*.

FRANK MILLER

One of the boldest voices of a generation that pushed American comics into new creative and literary frontiers, Frank Miller broke into comics in 1978 illustrating stories in *Twilight Zone*, *Weird War Tales* and *John Carter, Warlord of Mars*. A Will Eisner acolyte ready to challenge the mainstream, Miller quickly moved on from short stories and single issues. With only his fifth Marvel credit, he took over as penciler on *Daredevil*. Teamed with inker/colorist Klaus Janson, Miller developed a dark and gritty world that brought the series back to its Hell's Kitchen roots. Miller's *Daredevil* was revolutionary, reintroducing pulp and crime genre elements into comics. Eleven issues into his run, Miller took over as writer and introduced the Greek assassin/love interest Elektra, who grew to become a major character in her own right.

As his *Daredevil* tenure came to a close in 1982, Miller penciled Wolverine's first solo series before moving to DC for the creator-owned *Ronin*. He returned to *Daredevil* in 1986 as writer of the acclaimed "Born Again" with artist David Mazzucchelli. Meanwhile, Miller was also making history at DC. He reunited with Janson to write and draw the landmark graphic novel *Batman: The Dark Knight Returns*. Depicting the resurgence of a retired, middle-aged Batman, *Dark Knight* pulled no punches in exploring the character and the era's politics. The resultant acclaim brought new literary regard to the medium and Miller's take still influences the character today. Miller returned to the Daredevil mythos again by scribing the *Daredevil: Love and War* graphic novel and *Elektra: Assassin*, both painted by Bill Sienkiewicz.

After writing the seminal origin story *Batman: Year One*, Miller

began a relationship with the upstart independent publisher Dark Horse. There, he wrote *Hard Boiled*, *Give Me Liberty*, *Big Guy and Rusty the Boy Robot* and *RoboCop vs. The Terminator*, which parlayed from his scriptwriting the *RoboCop 2* and *RoboCop 3* movie sequels. He also launched his crime series *Sin City* in *Dark Horse Presents*, which Miller has since co-directed with Robert Rodriguez in two feature film adaptations. In the meantime, Miller again revisited Marvel and Daredevil with the *Elektra Lives Again* graphic novel and the five-issue origin retelling *Daredevil: The Man Without Fear*. Miller's success at the movies with *Sin City* led to his graphic novel *300* being adapted into a blockbuster, and he also directed *The Spirit*. A recent return to DC resulted in *Batman: The Dark Knight Strikes Again* and *All Star Batman & Robin, the Boy Wonder*. At the 2015 Eisner Awards, Miller was inducted into the Comic Book Hall of Fame.

JIM MOONEY

A prolific comics artist since the 1940s, Jim Mooney proved nimble enough at penciling and inking that he gained a reputation for both disciplines that kept him in constant employ for decades. Tabbed by his peers with the nickname "Gentleman" Jim for his positive and polite demeanor, he became an artist revered by fans of both DC and Marvel Comics.

Mooney broke into the business working under the tutelage of such luminaries as Will Eisner, Lou Fine and Nick Cardy. He would grow to find his artistic voice alongside peers like George Tuska and Ruben Moreira, freelancing for many of the era's most prominent publishers. As the decade progressed, his work at DC took prominence. Mooney was crafting stories of the Dynamic Duo in both *Batman* and *Detective Comics*, plus Robin stories in *Star-Spangled Comics*. He also drew many of the seminal adventures of Tommy Tomorrow in *Action Comics*. It was while drawing Supergirl in the pages of *Action Comics*, however, that Mooney crafted an enduring legacy with his clean, illustrative take on Superman's cousin.

Mooney worked at DC until 1968, when his bold, streamlined style was called upon to team with John Romita on *The Amazing Spider-Man*. It would be the beginning of a relationship with the web-slinger that would lead to almost two decades of memorable penciling and inking of the character, including *The Spectacular Spider-Man*, *Marvel Team-Up* and the flagship title. Mooney lent his hand to virtually every title Marvel produced in one way or another including noteworthy runs on *Ghost Rider*, *Man-Thing* and *Omega the Unknown*. In 2008, Mooney passed away at the age of 89 after an extended illness.

KEITH POLLARD

One of its most high-profile artists in the late '70s and early '80s, Keith Pollard's tenure at Marvel was notable for his sleek, refined renderings of the company's most iconic characters. He broke in at Marvel in 1974, drawing such characters as Deathlok in *Astonishing Tales*, Shang-Chi in *Master of Kung Fu*, and the super-hero action of *Black Goliath*, *Ms. Marvel*, and Black Panther in *Jungle Action*. After a stint on the black-and-white *Rampaging Hulk* magazine, Pollard was ushered into the starting lineup of creators on three of Marvel's flagship titles.

Starting in 1978, Pollard provided breakdown art on *Fantastic Four* for the legendary Joe Sinnott to finish. Soon after landing his *FF* gig, he began penciling *The Amazing Spider-Man* and then took the reins from "Big" John Buscema on *Thor*, starting a run that would encompass the epic "Eternals Saga" storyline. All in all, Pollard's hand guided the visuals of these three prime Marvel titles simultaneously, and his tenures on each book are memorable additions to each title's legacy.

In the early '80s, Pollard took on a new stable of heroes at DC, drawing several issues of *Green Lantern* and launching *The Vigilante* with writer Marv Wolfman. He returned to regular series work at Marvel in 1989, once again drawing *Fantastic Four*. By 1995, Pollard retired from comics, although he is currently appearing at conventions and doing commissioned art for his fans.

JIM SHOOTER

Writer/artist/editor/publisher Jim Shooter broke into comics as a precocious 13-year-old after submitting a batch of Legion of Super-Heroes pages he had written and drawn. Impressed by what was going on at Marvel, the teenager brought his "Marvel-style" attitude to bear on Legion, rolling off a three-year run that concluded in 1969. During this time, he introduced several memorable Legionnaires and villains and also wrote several stories in *Superman*.

After a five-year break from comics, Shooter returned to the scene, freelancing for both Marvel and DC. He retook the reins of Legion in *Superboy*, and wrote various Marvel titles, which led to a staff position at Marvel in 1976 and a memorable run on *Avengers*. After two years, he succeeded Archie Goodwin as Marvel's editor in chief. In his view, Marvel at that time was in editorial chaos, not capitalizing on its full potential. Only 27 years old, Shooter forced his will over all aspects of the publishing regime, establishing an incentive system for creators, streamlining the publishing schedule and enforcing his own high editorial standards on all the books. He continued Marvel's success with licensed titles *G.I. Joe* and *Transformers* and the Epic line of creator-owned comics. Creative efforts included writing *Secret Wars* and its sequel, and building the New Universe and writing its flagship title, *Starbrand*.

Forced out of the company in 1987, a bid by Shooter to buy Marvel failed. He then formed a group to start his own company, Valiant, which produced licensed and original comics to great acclaim in the early '90s. Despite Valiant's success, Shooter's tenure there was ended after losing control of the corporation. Short-lived imprints Defiant and Broadway Comics followed but were victims of the mid-'90s industry bust. Since then, Shooter has returned to DC to write a 13-issue run of *Legion*, and overseen a revival of Gold Key characters Magnus, Doctor Solar and Turok for Dark Horse.

ROGER STERN

Born in Noblesville, Indiana, in 1950, Roger Stern was a self-professed "child of the '50s," immersing himself in pop culture icons like Lucille Ball, the Lone Ranger, and especially Superman. After graduating from Indiana University, Stern worked at Indianapolis' WXLW radio and formed a comic fan collective with fans in the region. Stern teamed with fellow Hoosier Bob Layton to transform Layton's comic sales business

into the fanzine *CPL* (*Contemporary Pictorial Literature*). Their efforts led to an offer from Charlton to create the publisher's official fanzine, *Charlton Bullseye*. Soon after, Stern's fandom pal Roger Slifer contacted him with an opportunity to interview for a Marvel staff job. Stern raced to New York to put his passion for comics to the test. He was hired as an assistant editor and in 1975 embarked on an eleven-year career at Marvel. Stern's early editing duties saw him guiding the Avengers family of titles, *Master of Kung Fu*, *Spider-Woman*, and others. He also presided over *X-Men* during the seminal Chris Claremont, John Byrne, and Terry Austin run, and plotted *Marvel Premiere* #50 starring rocker Alice Cooper.

In 1978, he began to take on regular writing work on *The Incredible Hulk* and *Doctor Strange*. His compelling storytelling quickly earned him an audience and turns writing *Captain America* and Spider-Man in *The Spectacular Spider-Man*. The latter title led to his tenure on *The Amazing Spider-Man*, a run regarded by many as second only to Stan Lee's. Amongst their many Spidey highlights, Stern and artist John Romita Jr. introduced the Hobgoblin and a new Captain Marvel, Monica Rambeau. Stern also began a long stint on *The Avengers*, launched *West Coast Avengers*, and returned for another celebrated run on *Doctor Strange*.

When his tenure with Marvel came to an end in the late '80s, Stern became indelibly linked to the Man of Steel with iconic work that included "The Death of Superman." Since then "Uncle Rog," as he is known to his devoted fans, has returned to Marvel to write several series including *Avengers Forever*, *Amazing Spider-Man*, *Marvel: The Lost Generation*, *Captain America Corps*, and more.

ALAN WEISS

Artist Alan Weiss joined creative peers like Jim Starlin, Steve Englehart and Steve Gerber as part of a 1970s' vanguard of creators who pushed mainstream comics in progressive directions. Weiss established himself with Western and horror stories for DC and broke in at Marvel on an issue of *Daredevil* with Barry Windsor-Smith. As the decade went on, he penciled, inked and sometimes wrote a variety of titles for the company, including *Sub-Mariner*, *Deadly Hands of Kung Fu* and *Avengers*. His work gained a new profile with his contributions to two *Marvel Comics Super Special* issues featuring the rock band KISS. In the '80s, Weiss wrote and drew his *Steelgrip Starkey* for Marvel's Epic line, and in 1994 launched *War Dancer* for Jim Shooter's Defiant Comics. His most recent work in comics was on "Young Tom Strong" in Alan Moore's *Tom Strong's Terrific Tales*. Weiss continues to appear at conventions and draw commissioned work for fans.

MARV WOLFMAN

Marv Wolfman's stints writing for movies, television, animation and novels mark him as a varied and highly regarded talent, but it is his comic book writing where he first gained prestige as one of the industry's most acclaimed talents.

His first forays into the comic industry were short tenures as editor and writer for both Warren Publishing and DC Comics, but it was after a move to Marvel in 1972 that his career began to blossom. One of his earliest hits was *Tomb of Dracula*, Marvel's adaptation of the classic Bram Stoker vampire. It was in the pages of *Tomb of Dracula* that Wolfman and Gene Colan unveiled the character Blade, the vampire hunter. This earthly hero was one of the earliest black heroes in comics and was introduced to further affirm the realism he sought to inject into the Dracula comic.

After editing Marvel's black-and-white magazines, he quickly stepped up the ladder to follow Len Wein as editor in chief. Wolfman had noted that the readership, who like himself had become loyal fans in their adolescence, felt it was important to have the stories Marvel produced "grow up" along with them. His editorial duties, however, stole time from his writing, so in 1976 he stepped down and took on writing full-time.

As writer of *Daredevil*, his two-year run preceded the Frank Miller era and included the introduction of Bullseye, now the most innovative and fearsome of Daredevil's rogues' gallery. Other work from his prolific Marvel tenure in the late '70s included lengthy runs on Marvel's two flagship titles: *The Amazing Spider-Man* (including the debut of the Black Cat) and *Fantastic Four* as well runs on *Nova*, *Doctor Strange* and *Thor*.

Moving to DC, he teamed with artist George Pérez and ushered in *New Teen Titans*. Most of the Titans came to life under his auspices, including Cyborg, Nightwing, Starfire, and Raven, as well as their nemesis Deathstroke. Next, Wolfman and Pérez delivered the epochal *Crisis on Infinite Earths*, condensing DC's complex 50 year history into a single, shared universe.

Taking a lengthy sabbatical from writing comics, Wolfman moved to writing for animation shows including *G.I. Joe* and *Transformers*, later becoming comics editor for *Disney Adventures Magazine*. He continues to write for DC Comics and more recently, has penned the nonfiction *Homeland, the Illustrated History of the State of Israel*. In 2011 Marv was inducted into the Eisner Hall of Fame.

Biographies researched and written by John Rhett Thomas

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THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These trailblazing talents birthed a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

THE AMAZING SPIDER-MAN VOLS. 1-20
ANT-MAN/GIANT-MAN VOLS. 1-3
THE AVENGERS VOLS. 1-18
THE BLACK PANTHER VOLS. 1-2
CAPTAIN AMERICA VOLS. 1-10
CAPTAIN MARVEL VOLS. 1-6
THE CHAMPIONS VOL. 1
DAREDEVIL VOLS. 1-12
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-6
DOCTOR STRANGE VOLS. 1-8
THE FANTASTIC FOUR VOLS. 1-20
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-12
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-11
IRON FIST VOLS. 1-2
KA-ZAR VOLS. 1-2
KILLRAVEN VOL. 1
LUKE CAGE VOLS. 1-2
MARVEL RARITIES VOL. 1
MARVEL TEAM-UP VOLS. 1-3
MARVEL TWO-IN-ONE VOLS. 1-3
THE MIGHTY THOR VOLS. 1-17
MS. MARVEL VOLS. 1-2
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
NOT BRAND ECHH VOL. 1
RAWHIDE KID VOLS. 1-2
THE SAVAGE SHE-HULK VOL. 1
SGT. FURY VOLS. 1-4
THE SPECTACULAR SPIDER-MAN VOL. 1
SPIDER-WOMAN VOL. 1
THE SILVER SURFER VOLS. 1-2
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THE UNCANNY X-MEN VOLS. 1-10

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